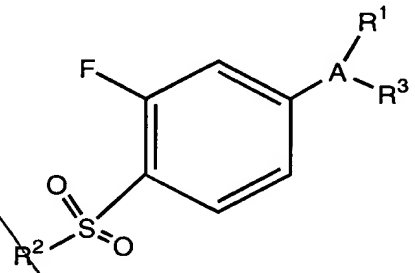
WHAT IS CLAIMED IS:

1. A compound of Formula I:



I

wherein:

A is a 5- or 6-member ring substituent selected from partially saturated or unsaturated heterocyclic and carbocyclic rings;

R^1 is cyclohexyl, pyridinyl, or phenyl, wherein said cyclohexyl, pyridinyl, and phenyl may be may be optionally substituted with one, two or three radicals selected from C_{1-2}-alkyl, C_{1-2}-haloalkyl, cyano, carboxyl, C_{1-2}-alkoxycarbonyl, hydroxyl, C_{1-2}-hydroxyalkyl, C_{1-2}-haloalkoxy, amino, C_{1-2}-alkylamino, phenylamino, nitro, C_{1-2}-alkoxy-C_{1-2}-alkyl, C_{1-2}-alkylsulfinyl, halo, C_{1-2}-alkoxy and C_{1-3}-alkylthio;

R^2 is methyl or amino; and

R^3 represents one or more radicals selected from hydrido, halo, C_{1-2}-alkyl, C_{2-3}-alkenyl, C_{2-3}-alkynyl, oxo, cyano, carboxyl, cyano-C_{1-3}-alkyl, heterocyclyloxy, C_{1-3}-alkoxy, C_{1-3}alkylthio, alkylcarbonyl, cycloalkyl, phenyl, C_{1-3}-haloalkyl, heterocyclyl, cycloalkenyl, phenyl-C_{1-3}-alkyl, heterocyclyl-C_{1-3}-alkyl, C_{1-3}-alkylthio-C_{1-3}-alkyl, C_{1-3}-hydroxyalkyl, C_{1-3}-alkoxycarbonyl, phenylcarbonyl, phenyl-C_{1-3}-alkylcarbonyl, phenyl-C_{2-3}-alkenyl, C_{1-3}-alkoxy-C_{1-3}-alkyl, phenylthio-C_{1-3}-alkyl, phenyloxyalkyl, alkoxyphenylalkoxyalkyl, alkoxycarbonylalkyl, aminocarbonyl, aminocarbonyl-C_{1-3}-alkyl, C_{1-3}-alkylaminocarbonyl, N-phenylaminocarbonyl, N-(C_{1-3}-alkyl)-N-phenylaminocarbonyl, C_{1-3}-alkylaminocarbonyl-C_{1-3}-alkyl, carboxy-C_{1-3}-alkyl, C_{1-3}-alkylamino, N-arylamino, N-aralkylamino, N-(C_{1-3}-alkyl)-N-aralkylamino, N-(C_{1-3}-alkyl)-N-arylamino, amino-C_{1-3}-alkyl, C_{1-3}-alkylaminoalkyl, N-phenylamino-C_{1-3}-alkyl, N-phenyl-C_{1-3}-alkylaminoalkyl, N-(C_{1-3}-alkyl)-N-(phenyl-C_{1-3}-alkyl)amino-C_{1-3}-alkyl, N-(C_{1-3}-alkyl)-N-phenylamino-C_{1-3}-alkyl, phenyloxy, phenylalkoxy, phenylthio, phenyl-C_{1-3}-alkylthio, C_{1-3}-alkylsulfinyl, C_{1-3}-alkylsulfonyl, aminosulfonyl, C_{1-3}-

alkylaminosulfonyl, N-phenylaminosulfonyl, phenylsulfonyl, and N-(C_{1-3}-alkyl)-N-phenylaminosulfonyl;

a pharmaceutically-acceptable salt, tautomer or prodrug thereof;

provided that (a) A is not pyrrolyl, and (b) A is not oxazolyl other than oxazolonyl;

provided that when R^1 is 4-bromophenyl: (a) A is not pyrazolyl when R^2 is methyl and R^3 is hydrogen, cyano, trifluoromethyl or ethoxycarbonyl; (b) A is not imidazolyl when R^3 is trifluoromethyl; (c) A is not isoxazolyl when R^3 is methyl; and (d) A is not 2-furanonyl when R^3 is hydrogen; and

provided that when R^1 is 3-methyl-4-bromophenyl, R^2 is methyl and R^3 is trifluoromethyl, A is not imidazolyl.

2. Compound of Claim 1 wherein:

A is a 5- or 6-member ring substituent selected from partially saturated or unsaturated heterocyclic and carbocyclic rings;

R^1 is cyclohexyl, pyridinyl, or phenyl, wherein said cyclohexyl, pyridinyl, and phenyl may be optionally substituted with one, two or three radicals selected from C_{1-2}-alkyl, C_{1-2}-haloalkyl, cyano, carboxyl, C_{1-2}-alkoxycarbonyl, hydroxyl, C_{1-2}-hydroxyalkyl, C_{1-2}-haloalkoxy, amino, C_{1-2}-alkylamino, phenylamino, nitro, C_{1-2}-alkoxy-C_{1-2}-alkyl, C_{1-2}-alkylsulfinyl, halo, C_{1-2}-alkoxy and C_{1-3}-alkylthio;

R^2 is methyl or amino; and

R^3 represents one or more radicals selected from hydrido, halo, C_{1-2}-alkyl, C_{2-3}-alkenyl, C_{2-3}-alkynyl, oxo, cyano, carboxyl, cyano-C_{1-3}-alkyl, (5- or 6- member ring heterocyclyl)oxy, C_{1-3}-alkoxy, C_{1-3}-alkylthio, C_{1-3}-alkylcarbonyl, C_{3-6}-cycloalkyl, phenyl, C_{1-3}-haloalkyl, 5- or 6- member ring heterocyclyl, C_{3-6}-cycloalkenyl, phenyl-C_{1-3}-alkyl, (5- or 6-member ring heterocyclyl)-C_{1-3}-alkyl, C_{1-3}-alkylthio-C_{1-3}-alkyl, C_{1-3}-hydroxyalkyl, C_{1-3}-alkoxycarbonyl, phenylcarbonyl, phenyl-C_{1-3}-alkylcarbonyl, phenyl-C_{2-3}-alkenyl, C_{1-3}-alkoxy-C_{1-3}-alkyl, phenylthio-C_{1-3}-alkyl, phenyloxy-C_{1-3}-alkyl, C_{1-3}-alkoxyphenyl-C_{1-3}-alkoxy-C_{1-3}-alkyl, C_{1-3}-alkoxycarbonyl-C_{1-3}-alkyl, aminocarbonyl, aminocarbonyl-C_{1-3}-alkyl, C_{1-3}-alkylaminocarbonyl, N-phenylaminocarbonyl, N-(C_{1-3}-alkyl)-N-phenylaminocarbonyl, C_{1-3}-alkylaminocarbonyl-C_{1-3}-alkyl, carboxy-C_{1-3}-alkyl, C_{1-3}-alkylamino, N-phenylamino, N-(phenyl-C_{1-3}-alkyl)amino, N-(C_{1-3}-alkyl)-N-(phenyl-C_{1-3}-

alkyl)amino, N-(C_{1-3}-alkyl)-N-phenylamino, amino-C_{1-3}-alkyl, C_{1-3}-alkylamino-C_{1-3}-alkyl, N-phenylamino-C_{1-3}-alkyl, N-phenyl-C_{1-3}-alkylamino-C_{1-3}-alkyl, N-(C_{1-3}-alkyl)-N-phenyl-C_{1-3}-alkylamino-C_{1-3}-alkyl, N-(C_{1-3}-alkyl)-N-phenylamino-C_{1-3}-alkyl, phenyloxy, phenyl-C_{1-3}-alkoxy, phenylthio, phenyl-C_{1-3}-alkylthio, C_{1-3}-alkylsulfinyl, C_{1-3}-alkylsulfonyl, aminosulfonyl, C_{1-3}-alkylaminosulfonyl, N-phenylaminosulfonyl, phenylsulfonyl, and N-(C_{1-3}-alkyl)-N-phenylaminosulfonyl;

or a pharmaceutically-acceptable salt, tautomer or prodrug thereof.

3. Compound of Claim 2 wherein A is a 5- or 6-member ring substituent selected from partially saturated or unsaturated heterocyclic rings.

4. Compound of Claim 2 wherein A is a 5- or 6-member ring substituent selected from partially saturated or unsaturated carbocyclic rings.

5. Compound of Claim 2 wherein A is a radical selected from thienyl, furyl, furanone, thiazolyl, oxothiazolyl, thioxothiazolyl, imidazolyl, benzofuryl, indenyl, benzothienyl, isoxazolyl, oxooxazolyl, pyrazolyl, cyclopentenyl, cyclopentadienyl, benzindazolyl, benzopyranopyrazolyl, phenyl, and pyridyl.

6. Compound of Claim 2 wherein A is a radical selected from thienyl, furyl, furanone, thiazolyl, oxothiazolyl, thioxothiazolyl, imidazolyl, benzofuryl, indenyl, benzothienyl, isoxazolyl, pyrazolyl, cyclopentenyl, cyclopentadienyl, benzindazolyl, benzopyranopyrazolyl, phenyl, and pyridyl.

7. Compound of Claim 2 wherein A is a radical selected from thienyl, furanone, isoxazolyl, pyrazolyl, cyclopentenyl and pyridinyl.

8. Compound of Claim 2 wherein A is a radical selected from furanone, isoxazolyl, and pyrazolyl.

9. Compound of Claim 6 wherein R^1 is optionally substituted cyclohexyl.

10. Compound of Claim 6 wherein R^1 is optionally substituted pyridinyl.

11. Compound of Claim 6 wherein R^1 is optionally substituted phenyl.

12. Compound of Claim 6 wherein R^1 is cyclohexyl, pyridinyl, or phenyl, wherein said cyclohexyl, pyridinyl, and phenyl may be optionally substituted with one, two or three radicals selected from methyl, difluoromethyl, trifluoromethyl, cyano, carboxyl, methoxycarbonyl, hydroxyl, hydroxymethyl, trifluoromethoxy, amino, methylamino, phenylamino, nitro, methoxymethyl, methylsulfinyl, fluoro, chloro, bromo, methoxy and methylthio.

13. Compound of Claim 6 wherein R^3 is a radical selected from hydrido, fluoro, chloro, bromo, methyl, oxo, cyano, carboxyl, cyanomethyl, methoxy, methylthio, methylcarbonyl, phenyl, trifluoromethyl, difluoromethyl, phenylmethyl, methylthiomethyl, hydroxymethyl, methoxycarbonyl, ethoxycarbonyl, phenylcarbonyl, phenylmethylcarbonyl, methoxymethyl, phenylthiomethyl, phenyloxymethyl, methoxyphenylmethoxymethyl, methoxycarbonylmethyl, aminocarbonyl, aminocarbonylmethyl, methylaminocarbonyl, N-phenylaminocarbonyl, N-methyl-N-phenylaminocarbonyl, methylaminocarbonylmethyl, carboxymethyl, methylamino, N-phenylamino, N-(phenylmethyl)amino, N-methyl-N-(phenylmethyl)amino, N-methyl-N-phenylamino, aminomethyl, methylaminomethyl, N-phenylaminomethyl, N-phenylmethylaminomethyl, N-methyl-N-phenylmethylaminomethyl, N-methyl-N-phenylaminomethyl, phenyloxy, phenylmethoxy, phenylthio, phenylmethylthio, methylsulfinyl, methylsulfonyl, aminosulfonyl, methylaminosulfonyl, N-phenylaminosulfonyl, phenylsulfonyl, and N-methyl-N-phenylaminosulfonyl.

14. Compound of Claim 6 wherein

R^1 is cyclohexyl or phenyl, wherein said cyclohexyl and phenyl may be optionally substituted with one, two or three radicals selected from methyl, difluoromethyl, trifluoromethyl, cyano, carboxyl, methoxycarbonyl, hydroxyl, hydroxymethyl, trifluoromethoxy, amino, methylamino, phenylamino, nitro, methoxymethyl, methylsulfinyl, fluoro, chloro, bromo, methoxy and methylthio; and

R^3 is a radical selected from hydrido, fluoro, chloro, bromo, methyl, oxo, cyano, carboxyl, cyanomethyl, methoxy, methylthio, methylcarbonyl, phenyl, trifluoromethyl, difluoromethyl, phenylmethyl, methylthiomethyl, hydroxymethyl, methoxycarbonyl, ethoxycarbonyl, phenylcarbonyl, phenylmethylcarbonyl, methoxymethyl, phenylthiomethyl, phenyloxymethyl, methoxyphenylmethoxymethyl, methoxycarbonylmethyl, aminocarbonyl, aminocarbonylmethyl, methylaminocarbonyl, N-phenylaminocarbonyl, N-methyl-N-phenylaminocarbonyl, methylaminocarbonylmethyl, carboxymethyl, methylamino, N-phenylamino, N-(phenylmethyl)amino, N-methyl-N-(phenylmethyl)amino, N-methyl-N-phenylamino, aminomethyl, methylaminomethyl, N-phenylaminomethyl, N-phenylmethylaminomethyl, N-methyl-N-phenylmethylaminomethyl, N-methyl-N-phenylaminomethyl, phenyloxy, phenylmethoxy, phenylthio, phenylmethylthio, methylsulfinyl, methylsulfonyl, aminosulfonyl, methylaminosulfonyl, N-phenylaminosulfonyl, phenylsulfonyl, and N-methyl-N-phenylaminosulfonyl.

15. Compound of Claim 6 wherein

R^1 is cyclohexyl or phenyl, wherein said cyclohexyl and phenyl may be optionally substituted with one, two or three radicals selected from halo, cyano, C_{1-2}-alkyl, C_{1-2}-haloalkyl, C_{1-2}-alkoxy, and C_{1-2}-haloalkoxy; and

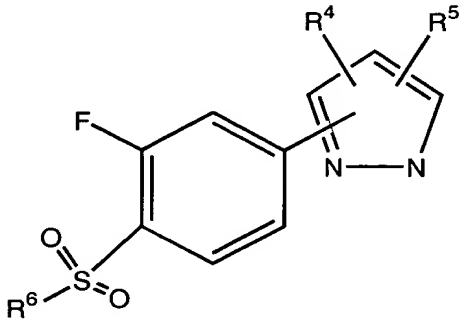
R^3 is a radical selected from hydrido, C_{1-2}-alkyl, C_{1-3}-alkoxy, C_{1-3}-alkylcarbonyl, C_{1-3}-haloalkyl, C_{1-3}-hydroxyalkyl, and C_{1-3}-alkoxycarbonyl.

16. Compound of Claim 15 wherein

R^1 is cyclohexyl or phenyl, wherein said cyclohexyl and phenyl may be optionally substituted with one, two or three radicals selected from methyl, difluoromethyl, trifluoromethyl, trifluoromethoxy, cyano, fluoro, chloro, bromo, and methoxy; and

R^3 is a radical selected from hydrido, methyl, methoxy, methylcarbonyl, trifluoromethyl, difluoromethyl, hydroxymethyl, and methoxycarbonyl.

17. A compound of Claim 1 having Formula II:



II

wherein:

R^4 is cyclohexyl, pyridinyl, or phenyl, wherein said cyclohexyl, pyridinyl, and phenyl may be optionally substituted with one, two or three radicals selected from C_{1-2}-alkyl, C_{1-2}-haloalkyl, cyano, carboxyl, C_{1-2}-alkoxycarbonyl, hydroxyl, C_{1-2}-hydroxyalkyl, C_{1-2}-haloalkoxy, amino, C_{1-2}-alkylamino, phenylamino, nitro, C_{1-2}-alkoxy-C_{1-2}-alkyl, C_{1-2}-alkylsulfinyl, halo, C_{1-2}-alkoxy and C_{1-3}-alkylthio;

R^5 is a radical selected from hydrido, halo, C_{1-2}-alkyl, C_{2-3}-alkenyl, C_{2-3}-alkynyl, oxo, cyano, carboxyl, cyano-C_{1-3}-alkyl, heterocyclyloxy, C_{1-3}-alkoxy, C_{1-3}-alkylthio, alkylcarbonyl, cycloalkyl, phenyl, C_{1-3}-haloalkyl, heterocyclyl, cycloalkenyl, phenyl-C_{1-3}-alkyl, heterocyclyl-C_{1-3}-alkyl, C_{1-3}-alkylthio-C_{1-3}-alkyl, C_{1-3}-hydroxyalkyl, C_{1-3}-alkoxycarbonyl, phenylcarbonyl, phenyl-C_{1-3}-alkylcarbonyl, phenyl-C_{2-3}-alkenyl, C_{1-3}-alkoxy-C_{1-3}-alkyl, phenylthio-C_{1-3}-alkyl, phenyloxyalkyl, alkoxyphenylalkoxyalkyl, alkoxycarbonylalkyl, aminocarbonyl, aminocarbonyl-C_{1-3}-alkyl, C_{1-3}-alkylaminocarbonyl, N-phenylaminocarbonyl, N-(C_{1-3}-alkyl)-N-phenylaminocarbonyl, C_{1-3}-alkylaminocarbonyl-C_{1-3}-alkyl, carboxy-C_{1-3}-alkyl, C_{1-3}-alkylamino, N-arylamino, N-aralkylamino, N-(C_{1-3}-alkyl)-N-aralkylamino, N-(C_{1-3}-alkyl)-N-arylamino, amino-C_{1-3}-alkyl, C_{1-3}-alkylaminoalkyl, N-phenylamino-C_{1-3}-alkyl, N-phenyl-C_{1-3}-alkylaminoalkyl, N-(C_{1-3}-alkyl)-N-(phenyl-C_{1-3}-alkyl)amino-C_{1-3}-alkyl, N-(C_{1-3}-alkyl)-N-phenylamino-C_{1-3}-alkyl, phenyloxy, phenylalkoxy, phenylthio, phenyl-C_{1-3}-alkylthio, C_{1-3}-alkylsulfinyl, C_{1-3}-alkylsulfonyl, aminosulfonyl, C_{1-3}-alkylaminosulfonyl, N-phenylaminosulfonyl, phenylsulfonyl, and N-(C_{1-3}-alkyl)-N-phenylaminosulfonyl; and

R^6 is methyl or amino;

or a pharmaceutically-acceptable salt, tautomer or prodrug thereof;

provided that when R^4 is 4-bromophenyl and R^6 is methyl, R^5 is not hydrogen, cyano, trifluoromethyl or ethoxycarbonyl.

18. Compound of Claim 17 wherein:

R^4 is cyclohexyl, pyridinyl, or phenyl, wherein said cyclohexyl, pyridinyl, and phenyl may be optionally substituted with one, two or three radicals selected from C_{1-2}-alkyl, C_{1-2}-haloalkyl, cyano, carboxyl, C_{1-2}-alkoxycarbonyl, hydroxyl, C_{1-2}-hydroxyalkyl, C_{1-2}-haloalkoxy, amino, C_{1-2}-alkylamino, phenylamino, nitro, C_{1-2}-alkoxy-C_{1-2}-alkyl, C_{1-2}-alkylsulfinyl, halo, C_{1-2}-alkoxy and C_{1-3}-alkylthio;

R^5 is a radical selected from hydrido, halo, C_{1-2}-alkyl, C_{2-3}-alkenyl, C_{2-3}-alkynyl, oxo, cyano, carboxyl, cyano-C_{1-3}-alkyl, (5- or 6- member ring heterocyclyl)oxy, C_{1-3}-alkoxy, C_{1-3}-alkylthio, C_{1-3}-alkylcarbonyl, C_{3-6}-cycloalkyl, phenyl, C_{1-3}-haloalkyl, 5- or 6- member ring heterocyclyl, C_{3-6}-cycloalkenyl, phenyl-C_{1-3}-alkyl, (5- or 6- member ring heterocyclyl)-C_{1-3}-alkyl, C_{1-3}-alkylthio-C_{1-3}-alkyl, C_{1-3}-hydroxyalkyl, C_{1-3}-alkoxycarbonyl, phenylcarbonyl, phenyl-C_{1-3}-alkylcarbonyl, phenyl-C_{2-3}-alkenyl, C_{1-3}-alkoxy-C_{1-3}-alkyl, phenylthio-C_{1-3}-alkyl, phenyloxy-C_{1-3}-alkyl, C_{1-3}-alkoxyphenyl-C_{1-3}-alkoxy-C_{1-3}-alkyl, C_{1-3}-alkoxycarbonyl-C_{1-3}-alkyl, aminocarbonyl, aminocarbonyl-C_{1-3}-alkyl, C_{1-3}-alkylaminocarbonyl, N-phenylaminocarbonyl, N-(C_{1-3}-alkyl)-N-phenylaminocarbonyl, C_{1-3}-alkylaminocarbonyl-C_{1-3}-alkyl, carboxy-C_{1-3}-alkyl, C_{1-3}-alkylamino, N-phenylamino, N-(phenyl-C_{1-3}-alkyl)amino, N-(C_{1-3}-alkyl)-N-(phenyl-C_{1-3}-alkyl)amino, N-(C_{1-3}-alkyl)-N-phenylamino, amino-C_{1-3}-alkyl, C_{1-3}-alkylamino-C_{1-3}-alkyl, N-phenylamino-C_{1-3}-alkyl, N-phenyl-C_{1-3}-alkylamino-C_{1-3}-alkyl, N-(C_{1-3}-alkyl)-N-phenyl-C_{1-3}-alkylamino-C_{1-3}-alkyl, N-(C_{1-3}-alkyl)-N-phenylamino-C_{1-3}-alkyl, phenyloxy, phenyl-C_{1-3}-alkoxy, phenylthio, phenyl-C_{1-3}-alkylthio, C_{1-3}-alkylsulfinyl, C_{1-3}-alkylsulfonyl, aminosulfonyl, C_{1-3}-alkylaminosulfonyl, N-phenylaminosulfonyl, phenylsulfonyl, and N-(C_{1-3}-alkyl)-N-phenylaminosulfonyl; and

R^6 is methyl or amino; or

a pharmaceutically-acceptable salt, tautomer or prodrug thereof.

19. Compound of Claim 18 wherein R^4 is optionally substituted cyclohexyl.

20. Compound of Claim 18 wherein R^4 is optionally substituted pyridinyl.

21. Compound of Claim 18 wherein R^4 is optionally substituted phenyl.

22. Compound of Claim 18 wherein R^4 is cyclohexyl, pyridinyl, or phenyl, wherein said cyclohexyl, pyridinyl, and phenyl may be optionally substituted with one, two or three radicals selected from methyl, difluoromethyl, trifluoromethyl, cyano, carboxyl, methoxycarbonyl, hydroxyl, hydroxymethyl, trifluoromethoxy, amino, methylamino, phenylamino, nitro, methoxymethyl, methylsulfinyl, fluoro, chloro, bromo, methoxy and methylthio.

23. Compound of Claim 18 wherein R^5 is a radical selected from hydrido, fluoro, chloro, bromo, methyl, oxo, cyano, carboxyl, cyanomethyl, methoxy, methylthio, methylcarbonyl, phenyl, trifluoromethyl, difluoromethyl, phenylmethyl, methylthiomethyl, hydroxymethyl, methoxycarbonyl, ethoxycarbonyl, phenylcarbonyl, phenylmethylcarbonyl, methoxymethyl, phenylthiomethyl, phenyloxymethyl, methoxyphenylmethoxymethyl, methoxycarbonylmethyl, aminocarbonyl, aminocarbonylmethyl, methylaminocarbonyl, N-phenylaminocarbonyl, N-methyl-N-phenylaminocarbonyl, methylaminocarbonylmethyl, carboxymethyl, methylamino, N-phenylamino, N-(phenylmethyl)amino, N-methyl-N-(phenylmethyl)amino, N-methyl-N-phenylamino, aminomethyl, methylaminomethyl, N-phenylaminomethyl, N-phenylmethylaminomethyl, N-methyl-N-phenylmethylaminomethyl, N-methyl-N-phenylaminomethyl, phenyloxy, phenylmethoxy, phenylthio, phenylmethylthio, methylsulfinyl, methylsulfonyl, aminosulfonyl, methylaminosulfonyl, N-phenylaminosulfonyl, phenylsulfonyl, and N-methyl-N-phenylaminosulfonyl.

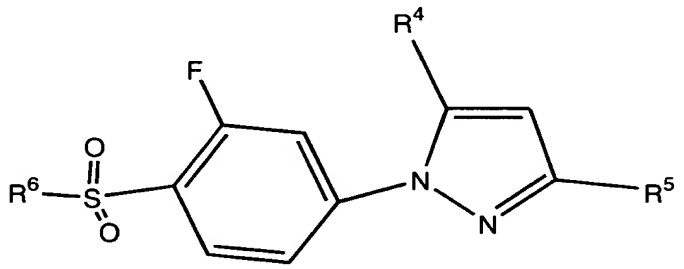
24. Compound of Claim 18 wherein:

R^4 is cyclohexyl or phenyl, wherein said cyclohexyl and phenyl may be optionally substituted with one, two or three radicals selected from methyl, difluoromethyl, trifluoromethyl, cyano, carboxyl, methoxycarbonyl, hydroxyl, hydroxymethyl, trifluoromethoxy, amino, methylamino, phenylamino, nitro, methoxymethyl, methylsulfinyl, fluoro, chloro, bromo, methoxy and methylthio; and

R^5 is a radical selected from hydrido, fluoro, chloro, bromo, methyl, oxo, cyano, carboxyl, cyanomethyl, methoxy, methylthio, methylcarbonyl, phenyl, trifluoromethyl,

difluoromethyl, phenylmethyl, methylthiomethyl, hydroxymethyl, methoxycarbonyl, ethoxycarbonyl, phenylcarbonyl, phenylmethylcarbonyl, methoxymethyl, phenylthiomethyl, phenyloxymethyl, methoxyphenylmethoxymethyl, methoxycarbonylmethyl, aminocarbonyl, aminocarbonylmethyl, methylaminocarbonyl, N-phenylaminocarbonyl, N-methyl-N-phenylaminocarbonyl, methylaminocarbonylmethyl, carboxymethyl, methylamino, N-phenylamino, N-(phenylmethyl)amino, N-methyl-N-(phenylmethyl)amino, N-methyl-N-phenylamino, aminomethyl, methylaminomethyl, N-phenylaminomethyl, N-phenylmethylaminomethyl, N-methyl-N-phenylmethylaminomethyl, N-methyl-N-phenylaminomethyl, phenyloxy, phenylmethoxy, phenylthio, phenylmethylthio, methylsulfinyl, methylsulfonyl, aminosulfonyl, methylaminosulfonyl, N-phenylaminosulfonyl, phenylsulfonyl, and N-methyl-N-phenylaminosulfonyl.

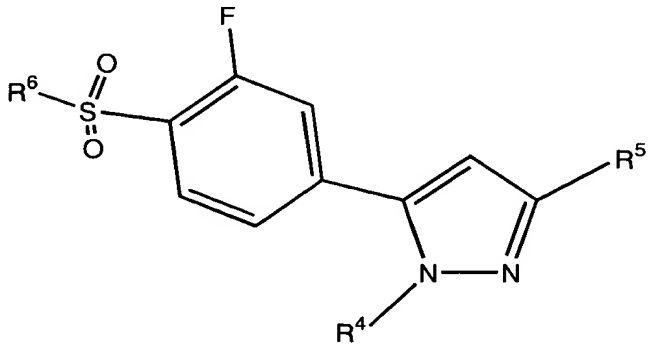
25. A compound of Claim 24 having Formula IIA:



IIA

wherein R^4, R^5 and R^6 are as defined in Claim 24.

26. A compound of Claim 24 having Formula IIB:



IIB

wherein R^4, R^5 and R^6 are as defined in Claim 24.

27. Compound of Claim 18 wherein:

R^4 is cyclohexyl or phenyl, wherein said cyclohexyl and phenyl may be optionally substituted with one, two or three radicals selected from halo, cyano, C_{1-2}-alkyl, C_{1-2}-haloalkyl, C_{1-2}-alkoxy, and C_{1-2}-haloalkoxy; and

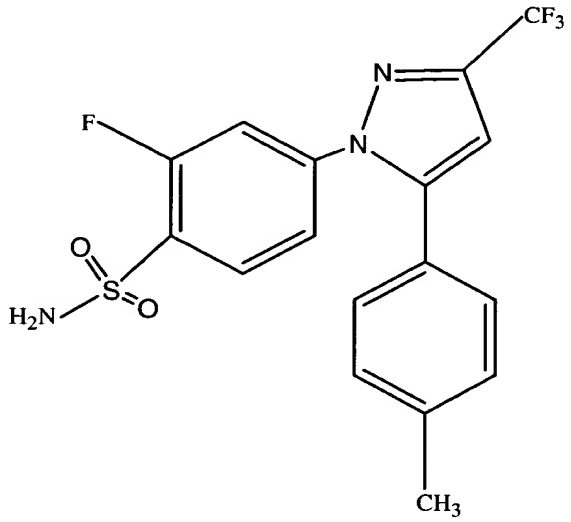
R^5 is a radical selected from hydrido, C_{1-2}-alkyl, C_{1-3}-alkoxy, C_{1-3}-alkylcarbonyl, C_{1-3}-haloalkyl, C_{1-3}-hydroxyalkyl, and C_{1-3}-alkoxycarbonyl.

28. Compound of Claim 18 wherein

R^4 is cyclohexyl or phenyl, wherein said cyclohexyl and phenyl may be optionally substituted with one, two or three radicals selected from methyl, difluoromethyl, trifluoromethyl, trifluoromethoxy, cyano, fluoro, chloro, bromo, and methoxy; and

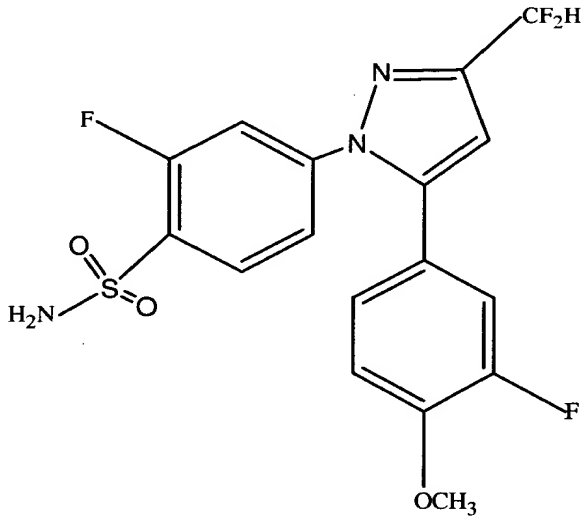
R^5 is a radical selected from hydrido, methyl, methoxy, methylcarbonyl, trifluoromethyl, difluoromethyl, hydroxymethyl, and methoxycarbonyl.

29. Compound of Claim 18 wherein the compound of Formula I is



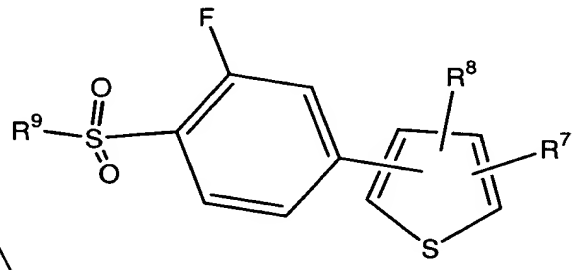
or a pharmaceutically-acceptable salt, tautomer or prodrug thereof.

30. Compound of Claim 18 wherein the compound of Formula I is



or a pharmaceutically-acceptable salt, tautomer or prodrug thereof.

31. A compound of Claim 1 having Formula III:



III

wherein:

R^7 is cyclohexyl, pyridinyl, or phenyl, wherein said cyclohexyl, pyridinyl, and phenyl may be optionally substituted with one, two or three radicals selected from C_{1-2}-alkyl, C_{1-2}-haloalkyl, cyano, carboxyl, C_{1-2}-alkoxycarbonyl, hydroxyl, C_{1-2}-hydroxyalkyl, C_{1-2}-haloalkoxy, amino, C_{1-2}-alkylamino, phenylamino, nitro, C_{1-2}-alkoxy-C_{1-2}-alkyl, C_{1-2}-alkylsulfinyl, halo, C_{1-2}-alkoxy and C_{1-3}-alkylthio;

R^8 is a radical selected from hydrido, halo, C_{1-2}-alkyl, C_{2-3}-alkenyl, C_{2-3}-alkynyl, oxo, cyano, carboxyl, cyano-C_{1-3}-alkyl, heterocyclyloxy, C_{1-3}-alkoxy, C_{1-3}-alkylthio, alkylcarbonyl, cycloalkyl, phenyl, C_{1-3}-haloalkyl, heterocyclyl, cycloalkenyl, phenyl-C_{1-3}-alkyl, heterocyclyl-C_{1-3}-alkyl, C_{1-3}-alkylthio-C_{1-3}-alkyl, C_{1-3}-hydroxyalkyl, C_{1-3}-alkoxycarbonyl, phenylcarbonyl, phenyl-C_{1-3}-alkylcarbonyl, phenyl-C_{2-3}-alkenyl, C_{1-3}-alkoxy-C_{1-3}-alkyl, phenylthio-C_{1-3}-alkyl, phenyloxyalkyl, alkoxyphenylalkoxyalkyl, alkoxycarbonylalkyl, aminocarbonyl, aminocarbonyl-C_{1-3}-alkyl, C_{1-3}-alkylaminocarbonyl, N-phenylaminocarbonyl, N-(C_{1-3}-alkyl)-N-phenylaminocarbonyl, C_{1-3}-alkylaminocarbonyl-C_{1-3}-alkyl, carboxy-C_{1-3}-alkyl, C_{1-3}-alkylamino, N-arylamino, N-aralkylamino, N-(C_{1-3}-alkyl)-N-aralkylamino, N-(C_{1-3}-alkyl)-N-arylamino, amino-C_{1-3}-alkyl, C_{1-3}-alkylaminoalkyl, N-phenylamino-C_{1-3}-alkyl, N-phenyl-C_{1-3}-alkylaminoalkyl, N-(C_{1-3}-alkyl)-N-(phenyl-C_{1-3}-alkyl)amino-C_{1-3}-alkyl, N-(C_{1-3}-alkyl)-N-phenylamino-C_{1-3}-alkyl, phenyloxy, phenylalkoxy, phenylthio, phenyl-C_{1-3}-alkylthio, C_{1-3}-alkylsulfinyl, C_{1-3}-alkylsulfonyl, aminosulfonyl, C_{1-3}-alkylaminosulfonyl, N-phenylaminosulfonyl, phenylsulfonyl, and N-(C_{1-3}-alkyl)-N-phenylaminosulfonyl; and

R^9 is methyl or amino; or

a pharmaceutically-acceptable salt, tautomer or prodrug thereof.

32. Compound of Claim 31 wherein:

R^7 is cyclohexyl, pyridinyl, or phenyl, wherein said cyclohexyl, pyridinyl, and phenyl may be optionally substituted with one, two or three radicals selected from C_{1-2}-

alkyl, C_{1-2}-haloalkyl, cyano, carboxyl, C_{1-2}-alkoxycarbonyl, hydroxyl, C_{1-2}-hydroxyalkyl, C_{1-2}-haloalkoxy, amino, C_{1-2}-alkylamino, phenylamino, nitro, C_{1-2}-alkoxy-C_{1-2}-alkyl, C_{1-2}-alkylsulfinyl, halo, C_{1-2}-alkoxy and C_{1-3}-alkylthio;

R^8 is a radical selected from hydrido, halo, C_{1-2}-alkyl, C_{2-3}-alkenyl, C_{2-3}-alkynyl, oxo, cyano, carboxyl, cyano-C_{1-3}-alkyl, (5- or 6- member ring heterocyclyl)oxy, C_{1-3}-alkoxy, C_{1-3}-alkylthio, C_{1-3}-alkylcarbonyl, C_{3-6}-cycloalkyl, phenyl, C_{1-3}-haloalkyl, 5- or 6- member ring heterocyclyl, C_{3-6}-cycloalkenyl, phenyl-C_{1-3}-alkyl, (5- or 6- member ring heterocyclyl)-C_{1-3}-alkyl, C_{1-3}-alkylthio-C_{1-3}-alkyl, C_{1-3}-hydroxyalkyl, C_{1-3}-alkoxycarbonyl, phenylcarbonyl, phenyl-C_{1-3}-alkylcarbonyl, phenyl-C_{2-3}-alkenyl, C_{1-3}-alkoxy-C_{1-3}-alkyl, phenylthio-C_{1-3}-alkyl, phenyloxy-C_{1-3}-alkyl, C_{1-3}-alkoxyphenyl-C_{1-3}-alkoxy-C_{1-3}-alkyl, C_{1-3}-alkoxycarbonyl-C_{1-3}-alkyl, aminocarbonyl, aminocarbonyl-C_{1-3}-alkyl, C_{1-3}-alkylaminocarbonyl, N-phenylaminocarbonyl, N-(C_{1-3}-alkyl)-N-phenylaminocarbonyl, C_{1-3}-alkylaminocarbonyl-C_{1-3}-alkyl, carboxy-C_{1-3}-alkyl, C_{1-3}-alkylamino, N-phenylamino, N-(phenyl-C_{1-3}-alkyl)amino, N-(C_{1-3}-alkyl)-N-(phenyl-C_{1-3}-alkyl)amino, N-(C_{1-3}-alkyl)-N-phenylamino, amino-C_{1-3}-alkyl, C_{1-3}-alkylamino-C_{1-3}-alkyl, N-phenylamino-C_{1-3}-alkyl, N-phenyl-C_{1-3}-alkylamino-C_{1-3}-alkyl, N-(C_{1-3}-alkyl)-N-phenyl-C_{1-3}-alkylamino-C_{1-3}-alkyl, N-(C_{1-3}-alkyl)-N-phenylamino-C_{1-3}-alkyl, phenyloxy, phenyl-C_{1-3}-alkoxy, phenylthio, phenyl-C_{1-3}-alkylthio, C_{1-3}-alkylsulfinyl, C_{1-3}-alkylsulfonyl, aminosulfonyl, C_{1-3}-alkylaminosulfonyl, N-phenylaminosulfonyl, phenylsulfonyl, and N-(C_{1-3}-alkyl)-N-phenylaminosulfonyl; and

R^9 is methyl or amino; or

a pharmaceutically-acceptable salt, tautomer or prodrug thereof.

33. Compound of Claim 32 wherein R^7 is optionally substituted cyclohexyl.

34. Compound of Claim 32 wherein R^7 is optionally substituted pyridinyl.

35. Compound of Claim 32 wherein R^7 is optionally substituted phenyl.

36. Compound of Claim 32 wherein R^7 is cyclohexyl, pyridinyl, or phenyl, wherein said cyclohexyl, pyridinyl, and phenyl may be optionally substituted with one, two or three radicals selected from methyl, difluoromethyl, trifluoromethyl, cyano, carboxyl,

methoxycarbonyl, hydroxyl, hydroxymethyl, trifluoromethoxy, amino, methylamino, phenylamino, nitro, methoxymethyl, methylsulfinyl, fluoro, chloro, bromo, methoxy and methylthio.

37. Compound of Claim 32 wherein R^8 is a radical selected from hydrido, fluoro, chloro, bromo, methyl, oxo, cyano, carboxyl, cyanomethyl, methoxy, methylthio, methylcarbonyl, phenyl, trifluoromethyl, difluoromethyl, phenylmethyl, methylthiomethyl, hydroxymethyl, methoxycarbonyl, ethoxycarbonyl, phenylcarbonyl, phenylmethylcarbonyl, methoxymethyl, phenylthiomethyl, phenyloxymethyl, methoxyphenylmethoxymethyl, methoxycarbonylmethyl, aminocarbonyl, aminocarbonylmethyl, methylaminocarbonyl, N-phenylaminocarbonyl, N-methyl-N-phenylaminocarbonyl, methylaminocarbonylmethyl, carboxymethyl, methylamino, N-phenylamino, N-(phenylmethyl)amino, N-methyl-N-(phenylmethyl)amino, N-methyl-N-phenylamino, aminomethyl, methylaminomethyl, N-phenylaminomethyl, N-phenylmethylaminomethyl, N-methyl-N-phenylmethylaminomethyl, N-methyl-N-phenylaminomethyl, phenyloxy, phenylmethoxy, phenylthio, phenylmethylthio, methylsulfinyl, methylsulfonyl, aminosulfonyl, methylaminosulfonyl, N-phenylaminosulfonyl, phenylsulfonyl, and N-methyl-N-phenylaminosulfonyl.

Sub #5 Cont.

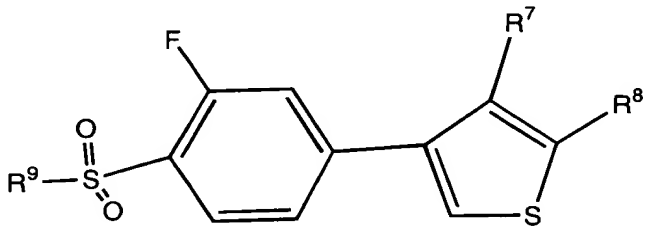
38. Compound of Claim 32 wherein:

R^7 is cyclohexyl or phenyl, wherein said cyclohexyl and phenyl may be optionally substituted with one, two or three radicals selected from methyl, difluoromethyl, trifluoromethyl, cyano, carboxyl, methoxycarbonyl, hydroxyl, hydroxymethyl, trifluoromethoxy, amino, methylamino, phenylamino, nitro, methoxymethyl, methylsulfinyl, fluoro, chloro, bromo, methoxy and methylthio; and

R^8 is a radical selected from hydrido, fluoro, chloro, bromo, methyl, oxo, cyano, carboxyl, cyanomethyl, methoxy, methylthio, methylcarbonyl, phenyl, trifluoromethyl, difluoromethyl, phenylmethyl, methylthiomethyl, hydroxymethyl, methoxycarbonyl, ethoxycarbonyl, phenylcarbonyl, phenylmethylcarbonyl, methoxymethyl, phenylthiomethyl, phenyloxymethyl, methoxyphenylmethoxymethyl, methoxycarbonylmethyl, aminocarbonyl, aminocarbonylmethyl, methylaminocarbonyl, N-phenylaminocarbonyl, N-methyl-N-phenylaminocarbonyl, methylaminocarbonylmethyl, carboxymethyl, methylamino, N-phenylamino, N-(phenylmethyl)amino, N-methyl-N-(phenylmethyl)amino, N-methyl-N-

phenylamino, aminomethyl, methylaminomethyl, N-phenylaminomethyl, N-phenylmethylaminomethyl, N-methyl-N-phenylmethylaminomethyl, N-methyl-N-phenylaminomethyl, phenyloxy, phenylmethoxy, phenylthio, phenylmethylthio, methylsulfinyl, methylsulfonyl, aminosulfonyl, methylaminosulfonyl, N-phenylaminosulfonyl, phenylsulfonyl, and N-methyl-N-phenylaminosulfonyl.

39. A compound of Claim 38 having Formula IIIA:



IIIA

wherein R^7, R^8 and R^9 are as defined in Claim 38.

40. Compound of Claim 32 wherein:

R^7 is cyclohexyl or phenyl, wherein said cyclohexyl and phenyl may be optionally substituted with one, two or three radicals selected from halo, cyano, C_{1-2}-alkyl, C_{1-2}-haloalkyl, C_{1-2}-alkoxy, and C_{1-2}-haloalkoxy; and

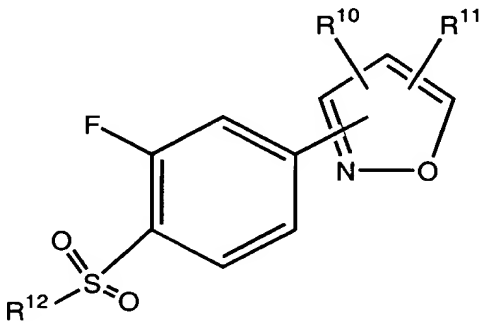
R^8 is a radical selected from hydrido, halogen, C_{1-2}-alkyl, C_{1-3}-alkoxy, C_{1-3}-alkylcarbonyl, C_{1-3}-haloalkyl, C_{1-3}-hydroxyalkyl, and C_{1-3}-alkoxycarbonyl.

41. Compound of Claim 32 wherein

R^7 is cyclohexyl or phenyl, wherein said cyclohexyl and phenyl may be optionally substituted with one, two or three radicals selected from methyl, difluoromethyl, trifluoromethyl, trifluoromethoxy, cyano, fluoro, chloro, bromo, iodo and methoxy; and

R^8 is a radical selected from hydrido, chloro, fluoro, bromo, cyano, methyl, methoxy, methylcarbonyl, trifluoromethyl, difluoromethyl, hydroxymethyl, and methoxycarbonyl.

42. A compound of Claim 1 having Formula IV:



IV

wherein:

R^{10} is cyclohexyl, pyridinyl, or phenyl, wherein said cyclohexyl, pyridinyl, and phenyl may be optionally substituted with one, two or three radicals selected from C_{1-2}-alkyl, C_{1-2}-haloalkyl, cyano, carboxyl, C_{1-2}-alkoxycarbonyl, hydroxyl, C_{1-2}-hydroxyalkyl, C_{1-2}-haloalkoxy, amino, C_{1-2}-alkylamino, phenylamino, nitro, C_{1-2}-alkoxy-C_{1-2}-alkyl, C_{1-2}-alkylsulfinyl, halo, C_{1-2}-alkoxy and C_{1-3}-alkylthio;

R^{11} is a radical selected from hydrido, halo, C_{1-2}-alkyl, C_{2-3}-alkenyl, C_{2-3}-alkynyl, oxo, cyano, carboxyl, cyano-C_{1-3}-alkyl, heterocyclyloxy, C_{1-3}-alkoxy, C_{1-3}-alkylthio, alkylcarbonyl, cycloalkyl, phenyl, C_{1-3}-haloalkyl, heterocyclyl, cycloalkenyl, phenyl-C_{1-3}-alkyl, heterocyclyl-C_{1-3}-alkyl, C_{1-3}-alkylthio-C_{1-3}-alkyl, C_{1-3}-hydroxyalkyl, C_{1-3}-alkoxycarbonyl, phenylcarbonyl, phenyl-C_{1-3}-alkylcarbonyl, phenyl-C_{2-3}-alkenyl, C_{1-3}-alkoxy-C_{1-3}-alkyl, phenylthio-C_{1-3}-alkyl, phenyloxyalkyl, alkoxyphenylalkoxyalkyl, alkoxycarbonylalkyl, aminocarbonyl, aminocarbonyl-C_{1-3}-alkyl, C_{1-3}-alkylaminocarbonyl, N-phenylaminocarbonyl, N-(C_{1-3}-alkyl)-N-phenylaminocarbonyl, C_{1-3}-alkylaminocarbonyl-C_{1-3}-alkyl, carboxy-C_{1-3}-alkyl, C_{1-3}-alkylamino, N-arylamino, N-aralkylamino, N-(C_{1-3}-alkyl)-N-aralkylamino, N-(C_{1-3}-alkyl)-N-arylamino, amino-C_{1-3}-alkyl, C_{1-3}-alkylaminoalkyl, N-phenylamino-C_{1-3}-alkyl, N-phenyl-C_{1-3}-alkylaminoalkyl, N-(C_{1-3}-alkyl)-N-(phenyl-C_{1-3}-alkyl)amino-C_{1-3}-alkyl, N-(C_{1-3}-alkyl)-N-phenylamino-C_{1-3}-alkyl, phenyloxy, phenylalkoxy, phenylthio, phenyl-C_{1-3}-alkylthio, C_{1-3}-alkylsulfinyl, C_{1-3}-alkylsulfonyl, aminosulfonyl, C_{1-3}-

alkylaminosulfonyl, N-phenylaminosulfonyl, phenylsulfonyl, and N-(C_{1-3}-alkyl)-N-phenylaminosulfonyl; and

wherein R^{12} is methyl or amino; or

a pharmaceutically-acceptable salt, tautomer or prodrug thereof

provided that when R^{10} is 4-bromophenyl, R^{11} not is methyl.

43. Compound of Claim 42 wherein:

R^{10} is cyclohexyl, pyridinyl, or phenyl, wherein said cyclohexyl, pyridinyl, and phenyl may be optionally substituted with one, two or three radicals selected from C_{1-2}-alkyl, C_{1-2}-haloalkyl, cyano, carboxyl, C_{1-2}-alkoxycarbonyl, hydroxyl, C_{1-2}-hydroxyalkyl, C_{1-2}-haloalkoxy, amino, C_{1-2}-alkylamino, phenylamino, nitro, C_{1-2}-alkoxy-C_{1-2}-alkyl, C_{1-2}-alkylsulfinyl, halo, C_{1-2}-alkoxy and C_{1-3}-alkylthio;

R^{11} is a radical selected from hydrido, halo, C_{1-2}-alkyl, C_{2-3}-alkenyl, C_{2-3}-alkynyl, oxo, cyano, carboxyl, cyano-C_{1-3}-alkyl, (5- or 6- member ring heterocyclyl)oxy, C_{1-3}-alkoxy, C_{1-3}-alkylthio, C_{1-3}-alkylcarbonyl, C_{3-6}-cycloalkyl, phenyl, C_{1-3}-haloalkyl, 5- or 6- member ring heterocyclyl, C_{3-6}-cycloalkenyl, phenyl-C_{1-3}-alkyl, (5- or 6- member ring heterocyclyl)-C_{1-3}-alkyl, C_{1-3}-alkylthio-C_{1-3}-alkyl, C_{1-3}-hydroxyalkyl, C_{1-3}-alkoxycarbonyl, phenylcarbonyl, phenyl-C_{1-3}-alkylcarbonyl, phenyl-C_{2-3}-alkenyl, C_{1-3}-alkoxy-C_{1-3}-alkyl, phenylthio-C_{1-3}-alkyl, phenyloxy-C_{1-3}-alkyl, C_{1-3}-alkoxyphenyl-C_{1-3}-alkoxy-C_{1-3}-alkyl, C_{1-3}-alkoxycarbonyl-C_{1-3}-alkyl, aminocarbonyl, aminocarbonyl-C_{1-3}-alkyl, C_{1-3}-alkylaminocarbonyl, N-phenylaminocarbonyl, N-(C_{1-3}-alkyl)-N-phenylaminocarbonyl, C_{1-3}-alkylaminocarbonyl-C_{1-3}-alkyl, carboxy-C_{1-3}-alkyl, C_{1-3}-alkylamino, N-phenylamino, N-(phenyl-C_{1-3}-alkyl)amino, N-(C_{1-3}-alkyl)-N-(phenyl-C_{1-3}-alkyl)amino, N-(C_{1-3}-alkyl)-N-phenylamino, amino-C_{1-3}-alkyl, C_{1-3}-alkylamino-C_{1-3}-alkyl, N-phenylamino-C_{1-3}-alkyl, N-phenyl-C_{1-3}-alkylamino-C_{1-3}-alkyl, N-(C_{1-3}-alkyl)-N-phenyl-C_{1-3}-alkylamino-C_{1-3}-alkyl, N-(C_{1-3}-alkyl)-N-phenylamino-C_{1-3}-alkyl, phenyloxy, phenyl-C_{1-3}-alkoxy, phenylthio, phenyl-C_{1-3}-alkylthio, C_{1-3}-alkylsulfinyl, C_{1-3}-alkylsulfonyl, aminosulfonyl, C_{1-3}-alkylaminosulfonyl, N-phenylaminosulfonyl, phenylsulfonyl, and N-(C_{1-3}-alkyl)-N-phenylaminosulfonyl; and

R^{12} is methyl or amino; or

a pharmaceutically-acceptable salt, tautomer or prodrug thereof.

44. Compound of Claim 43 wherein R^{10} is optionally substituted cyclohexyl.

45. Compound of Claim 43 wherein R^{10} is optionally substituted pyridinyl.

46. Compound of Claim 43 wherein R^{10} is optionally substituted phenyl.

47. Compound of Claim 43 wherein R^{10} is cyclohexyl, pyridinyl, or phenyl, wherein said cyclohexyl, pyridinyl, and phenyl may be optionally substituted with one, two or three radicals selected from methyl, difluoromethyl, trifluoromethyl, cyano, carboxyl, methoxycarbonyl, hydroxyl, hydroxymethyl, trifluoromethoxy, amino, methylamino, phenylamino, nitro, methoxymethyl, methylsulfinyl, fluoro, chloro, bromo, methoxy and methylthio.

48. Compound of Claim 43 wherein R^{11} is a radical selected from hydrido, fluoro, chloro, bromo, methyl, oxo, cyano, carboxyl, cyanomethyl, methoxy, methylthio, methylcarbonyl, phenyl, trifluoromethyl, difluoromethyl, phenylmethyl, methylthiomethyl, hydroxymethyl, methoxycarbonyl, ethoxycarbonyl, phenylcarbonyl, phenylmethylcarbonyl, methoxymethyl, phenylthiomethyl, phenyloxymethyl, methoxyphenylmethoxymethyl, methoxycarbonylmethyl, aminocarbonyl, aminocarbonylmethyl, methylaminocarbonyl, N-phenylaminocarbonyl, N-methyl-N-phenylaminocarbonyl, methylaminocarbonylmethyl, carboxymethyl, methylamino, N-phenylamino, N-(phenylmethyl)amino, N-methyl-N-(phenylmethyl)amino, N-methyl-N-phenylamino, aminomethyl, methylaminomethyl, N-phenylaminomethyl, N-phenylmethylaminomethyl, N-methyl-N-phenylmethylaminomethyl, N-methyl-N-phenylaminomethyl, phenyloxy, phenylmethoxy, phenylthio, phenylmethylthio, methylsulfinyl, methylsulfonyl, aminosulfonyl, methylaminosulfonyl, N-phenylaminosulfonyl, phenylsulfonyl, and N-methyl-N-phenylaminosulfonyl.

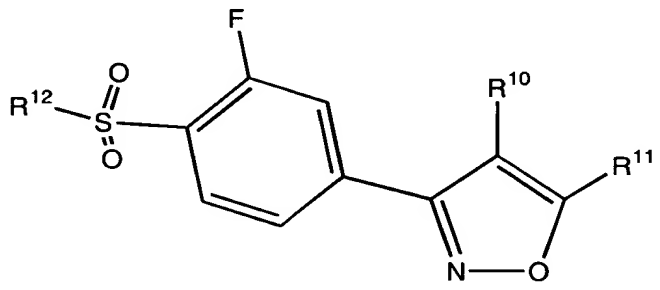
49. Compound of Claim 43 wherein:

R^{10} is cyclohexyl or phenyl, wherein said cyclohexyl and phenyl may be optionally substituted with one, two or three radicals selected from methyl, difluoromethyl, trifluoromethyl, cyano, carboxyl, methoxycarbonyl, hydroxyl, hydroxymethyl,

trifluoromethoxy, amino, methylamino, phenylamino, nitro, methoxymethyl, methylsulfinyl, fluoro, chloro, bromo, methoxy and methylthio; and

R^{11} is a radical selected from hydrido, fluoro, chloro, bromo, methyl, oxo, cyano, carboxyl, cyanomethyl, methoxy, methylthio, methylcarbonyl, phenyl, trifluoromethyl, difluoromethyl, phenylmethyl, methylthiomethyl, hydroxymethyl, methoxycarbonyl, ethoxycarbonyl, phenylcarbonyl, phenylmethylcarbonyl, methoxymethyl, phenylthiomethyl, phenyloxymethyl, methoxyphenylmethoxymethyl, methoxycarbonylmethyl, aminocarbonyl, aminocarbonylmethyl, methylaminocarbonyl, N-phenylaminocarbonyl, N-methyl-N-phenylaminocarbonyl, methylaminocarbonylmethyl, carboxymethyl, methylamino, N-phenylamino, N-(phenylmethyl)amino, N-methyl-N-(phenylmethyl)amino, N-methyl-N-phenylamino, aminomethyl, methylaminomethyl, N-phenylaminomethyl, N-phenylmethylaminomethyl, N-methyl-N-phenylmethylaminomethyl, N-methyl-N-phenylaminomethyl, phenyloxy, phenylmethoxy, phenylthio, phenylmethylthio, methylsulfinyl, methylsulfonyl, aminosulfonyl, methylaminosulfonyl, N-phenylaminosulfonyl, phenylsulfonyl, and N-methyl-N-phenylaminosulfonyl.

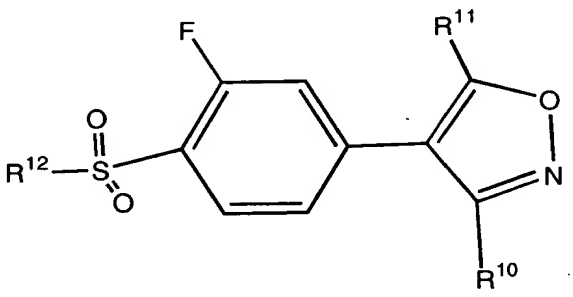
50. A compound of Claim 49 having Formula IVA:



IVA

wherein R^{10}, R^{11} and R^{12} are as defined in Claim 49.

51. A compound of Claim 49 having Formula IVB:



IVB

wherein R^{10}, R^{11} and R^{12} are as defined in Claim 49.

52. Compound of Claim 43 wherein:

R^{10} is cyclohexyl or phenyl, wherein said cyclohexyl and phenyl may be optionally substituted with one, two or three radicals selected from halo, cyano, C_{1-2}-alkyl, C_{1-2}-haloalkyl, C_{1-2}-alkoxy, and C_{1-2}-haloalkoxy; and

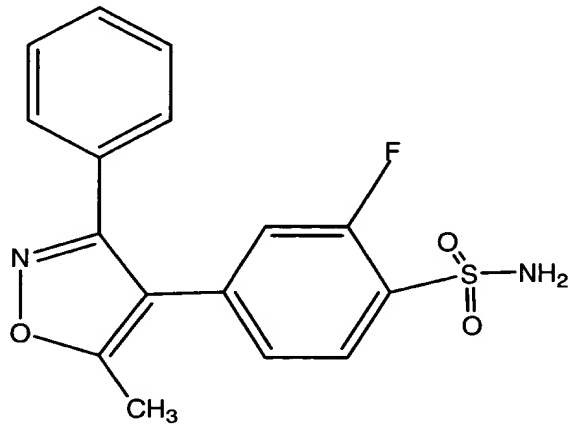
R^{11} is a radical selected from hydrido, C_{1-2}-alkyl, C_{1-3}-alkoxy, C_{1-3}-alkylcarbonyl, C_{1-3}-haloalkyl, C_{1-3}-hydroxyalkyl, and C_{1-3}-alkoxycarbonyl.

53. Compound of Claim 43 wherein

R^{10} is cyclohexyl or phenyl, wherein said cyclohexyl and phenyl may be optionally substituted with one, two or three radicals selected from methyl, difluoromethyl, trifluoromethyl, trifluoromethoxy, cyano, fluoro, chloro, bromo, and methoxy; and

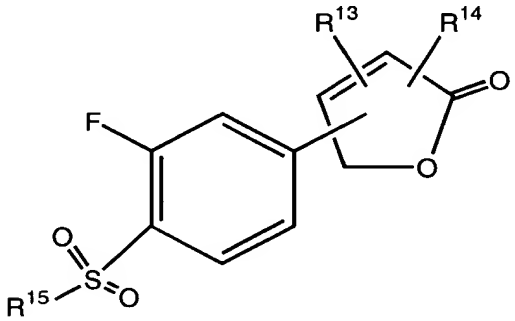
R^{11} is a radical selected from hydrido, methyl, methoxy, methylcarbonyl, trifluoromethyl, difluoromethyl, hydroxymethyl, and methoxycarbonyl.

54. Compound of Claim 49 wherein the compound of Formula I is



or a pharmaceutically-acceptable salt, tautomer or prodrug thereof.

55. A compound of Claim 1 having Formula V:



V

wherein:

R^{13} is cyclohexyl, pyridinyl, or phenyl, wherein said cyclohexyl, pyridinyl, and phenyl may be optionally substituted with one, two or three radicals selected from C_{1-2}-alkyl, C_{1-2}-haloalkyl, cyano, carboxyl, C_{1-2}-alkoxycarbonyl, hydroxyl, C_{1-2}-hydroxyalkyl, C_{1-2}-haloalkoxy, amino, C_{1-2}-alkylamino, phenylamino, nitro, C_{1-2}-alkoxy-C_{1-2}-alkyl, C_{1-2}-alkylsulfinyl, halo, C_{1-2}-alkoxy and C_{1-3}-alkylthio;

R^{14} is a radical selected from hydrido, halo, C_{1-2}-alkyl, C_{2-3}-alkenyl, C_{2-3}-alkynyl, oxo, cyano, carboxyl, cyano-C_{1-3}-alkyl, heterocyclyloxy, C_{1-3}-alkoxy, C_{1-3}-alkylthio, alkylcarbonyl, cycloalkyl, phenyl, C_{1-3}-haloalkyl, heterocyclyl, cycloalkenyl, phenyl-C_{1-3}-alkyl, heterocyclyl-C_{1-3}-alkyl, C_{1-3}-alkylthio-C_{1-3}-alkyl, C_{1-3}-hydroxyalkyl, C_{1-3}-alkoxycarbonyl, phenylcarbonyl, phenyl-C_{1-3}-alkylcarbonyl, phenyl-C_{2-3}-alkenyl, C_{1-3}-alkoxy-C_{1-3}-alkyl, phenylthio-C_{1-3}-alkyl, phenyloxyalkyl, alkoxyphenylalkoxyalkyl,

alkoxycarbonylalkyl, aminocarbonyl, aminocarbonyl-C_{1-3}-alkyl, C_{1-3}-alkylaminocarbonyl, N-phenylaminocarbonyl, N-(C_{1-3}-alkyl)-N-phenylaminocarbonyl, C_{1-3}-alkylaminocarbonyl-C_{1-3}-alkyl, carboxy-C_{1-3}-alkyl, C_{1-3}-alkylamino, N-arylamino, N-aralkylamino, N-(C_{1-3}-alkyl)-N-aralkylamino, N-(C_{1-3}-alkyl)-N-arylamino, amino-C_{1-3}-alkyl, C_{1-3}-alkylaminoalkyl, N-phenylamino-C_{1-3}-alkyl, N-phenyl-C_{1-3}-alkylaminoalkyl, N-(C_{1-3}-alkyl)-N-(phenyl-C_{1-3}-alkyl)amino-C_{1-3}-alkyl, N-(C_{1-3}-alkyl)-N-phenylamino-C_{1-3}-alkyl, phenyloxy, phenylalkoxy, phenylthio, phenyl-C_{1-3}-alkylthio, C_{1-3}-alkylsulfinyl, C_{1-3}-alkylsulfonyl, aminosulfonyl, C_{1-3}-alkylaminosulfonyl, N-phenylaminosulfonyl, phenylsulfonyl, and N-(C_{1-3}-alkyl)-N-phenylaminosulfonyl; and

R^{15} is methyl or amino; or

a pharmaceutically-acceptable salt, tautomer or prodrug thereof

provided that when R^{13} is 4-bromophenyl, R^{14} is not hydrogen.

56. Compound of Claim 55 wherein:

R^{13} is cyclohexyl, pyridinyl, or phenyl, wherein said cyclohexyl, pyridinyl, and phenyl may be optionally substituted with one, two or three radicals selected from C_{1-2}-alkyl, C_{1-2}-haloalkyl, cyano, carboxyl, C_{1-2}-alkoxycarbonyl, hydroxyl, C_{1-2}-hydroxyalkyl, C_{1-2}-haloalkoxy, amino, C_{1-2}-alkylamino, phenylamino, nitro, C_{1-2}-alkoxy-C_{1-2}-alkyl, C_{1-2}-alkylsulfinyl, halo, C_{1-2}-alkoxy and C_{1-3}-alkylthio;

R^{14} is a radical selected from hydrido, halo, C_{1-2}-alkyl, C_{2-3}-alkenyl, C_{2-3}-alkynyl, oxo, cyano, carboxyl, cyano-C_{1-3}-alkyl, (5- or 6- member ring heterocyclyl)oxy, C_{1-3}-alkoxy, C_{1-3}-alkylthio, C_{1-3}-alkylcarbonyl, C_{3-6}-cycloalkyl, phenyl, C_{1-3}-haloalkyl, 5- or 6- member ring heterocyclyl, C_{3-6}-cycloalkenyl, phenyl-C_{1-3}-alkyl, (5- or 6- member ring heterocyclyl)-C_{1-3}-alkyl, C_{1-3}-alkylthio-C_{1-3}-alkyl, C_{1-3}-hydroxyalkyl, C_{1-3}-alkoxycarbonyl, phenylcarbonyl, phenyl-C_{1-3}-alkylcarbonyl, phenyl-C_{2-3}-alkenyl, C_{1-3}-alkoxy-C_{1-3}-alkyl, phenylthio-C_{1-3}-alkyl, phenyloxy-C_{1-3}-alkyl, C_{1-3}-alkoxyphenyl-C_{1-3}-alkoxy-C_{1-3}-alkyl, C_{1-3}-alkoxycarbonyl-C_{1-3}-alkyl, aminocarbonyl, aminocarbonyl-C_{1-3}-alkyl, C_{1-3}-alkylaminocarbonyl, N-phenylaminocarbonyl, N-(C_{1-3}-alkyl)-N-phenylaminocarbonyl, C_{1-3}-alkylaminocarbonyl-C_{1-3}-alkyl, carboxy-C_{1-3}-alkyl, C_{1-3}-alkylamino, N-phenylamino, N-(phenyl-C_{1-3}-alkyl)amino, N-(C_{1-3}-alkyl)-N-(phenyl-C_{1-3}-alkyl)amino, N-(C_{1-3}-alkyl)-N-phenylamino, amino-C_{1-3}-alkyl, C_{1-3}-alkylamino-C_{1-3}-alkyl, N-phenylamino-C_{1-3}-alkyl, N-phenyl-C_{1-3}-alkylamino-C_{1-3}-alkyl, N-(C_{1-3}-alkyl)-N-phenyl-C_{1-3}-alkylamino-C_{1-3}-alkyl, N-

(C_{1-3}-alkyl)-N-phenylamino-C_{1-3}-alkyl, phenyloxy, phenyl-C_{1-3}-alkoxy, phenylthio, phenyl-C_{1-3}-alkylthio, C_{1-3}-alkylsulfinyl, C_{1-3}-alkylsulfonyl, aminosulfonyl, C_{1-3}-alkylaminosulfonyl, N-phenylaminosulfonyl, phenylsulfonyl, and N-(C_{1-3}-alkyl)-N-phenylaminosulfonyl; and

R^{15} is methyl or amino; or

a pharmaceutically-acceptable salt, tautomer or prodrug thereof.

57. Compound of Claim 56 wherein R^{13} is optionally substituted cyclohexyl.

58. Compound of Claim 56 wherein R^{13} is optionally substituted pyridinyl.

59. Compound of Claim 56 wherein R^{13} is optionally substituted phenyl.

60. Compound of Claim 56 wherein R^{13} is cyclohexyl, pyridinyl, or phenyl, wherein said cyclohexyl, pyridinyl, and phenyl may be optionally substituted with one, two or three radicals selected from methyl, difluoromethyl, trifluoromethyl, cyano, carboxyl, methoxycarbonyl, hydroxyl, hydroxymethyl, trifluoromethoxy, amino, methylamino, phenylamino, nitro, methoxymethyl, methylsulfinyl, fluoro, chloro, bromo, methoxy and methylthio.

61. Compound of Claim 56 wherein R^{14} is a radical selected from hydrido, fluoro, chloro, bromo, methyl, oxo, cyano, carboxyl, cyanomethyl, methoxy, methylthio, methylcarbonyl, phenyl, trifluoromethyl, difluoromethyl, phenylmethyl, methylthiomethyl, hydroxymethyl, methoxycarbonyl, ethoxycarbonyl, phenylcarbonyl, phenylmethylcarbonyl, methoxymethyl, phenylthiomethyl, phenyloxymethyl, methoxyphenylmethoxymethyl, methoxycarbonylmethyl, aminocarbonyl, aminocarbonylmethyl, methylaminocarbonyl, N-phenylaminocarbonyl, N-methyl-N-phenylaminocarbonyl, methylaminocarbonylmethyl, carboxymethyl, methylamino, N-phenylamino, N-(phenylmethyl)amino, N-methyl-N-(phenylmethyl)amino, N-methyl-N-phenylamino, aminomethyl, methylaminomethyl, N-phenylaminomethyl, N-phenylmethylaminomethyl, N-methyl-N-phenylmethylaminomethyl, N-methyl-N-phenylaminomethyl, phenyloxy, phenylmethoxy, phenylthio, phenylmethylthio,

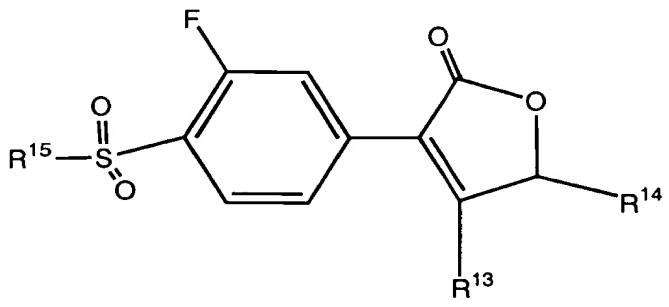
methylsulfinyl, methylsulfonyl, aminosulfonyl, methylaminosulfonyl, N-phenylaminosulfonyl, phenylsulfonyl, and N-methyl-N-phenylaminosulfonyl.

62. Compound of Claim 56 wherein:

R^{13} is cyclohexyl or phenyl, wherein said cyclohexyl and phenyl may be optionally substituted with one, two or three radicals selected from methyl, difluoromethyl, trifluoromethyl, cyano, carboxyl, methoxycarbonyl, hydroxyl, hydroxymethyl, trifluoromethoxy, amino, methylamino, phenylamino, nitro, methoxymethyl, methylsulfinyl, fluoro, chloro, bromo, methoxy and methylthio; and

R^{14} is a radical selected from hydrido, fluoro, chloro, bromo, methyl, oxo, cyano, carboxyl, cyanomethyl, methoxy, methylthio, methylcarbonyl, phenyl, trifluoromethyl, difluoromethyl, phenylmethyl, methylthiomethyl, hydroxymethyl, methoxycarbonyl, ethoxycarbonyl, phenylcarbonyl, phenylmethylcarbonyl, methoxymethyl, phenylthiomethyl, phenyloxymethyl, methoxyphenylmethoxymethyl, methoxycarbonylmethyl, aminocarbonyl, aminocarbonylmethyl, methylaminocarbonyl, N-phenylaminocarbonyl, N-methyl-N-phenylaminocarbonyl, methylaminocarbonylmethyl, carboxymethyl, methylamino, N-phenylamino, N-(phenylmethyl)amino, N-methyl-N-(phenylmethyl)amino, N-methyl-N-phenylamino, aminomethyl, methylaminomethyl, N-phenylaminomethyl, N-phenylmethylaminomethyl, N-methyl-N-phenylmethylaminomethyl, N-methyl-N-phenylaminomethyl, phenyloxy, phenylmethoxy, phenylthio, phenylmethylthio, methylsulfinyl, methylsulfonyl, aminosulfonyl, methylaminosulfonyl, N-phenylaminosulfonyl, phenylsulfonyl, and N-methyl-N-phenylaminosulfonyl.

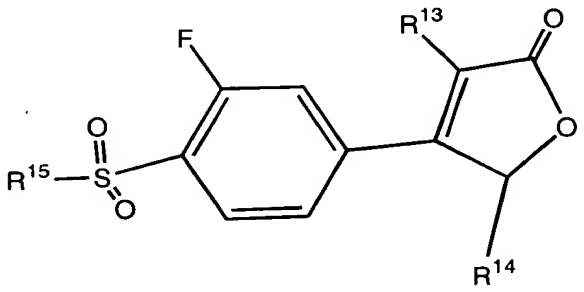
63. A compound of Claim 62 having Formula VA:



VA

wherein R^{13}, R^{14} and R^{15} are as defined in Claim 62.

64. A compound of Claim 62 having Formula VB:



VB

wherein R^{13}, R^{14} and R^{15} are as defined in Claim 62.

65. Compound of Claim 56 wherein:

R^{13} is cyclohexyl or phenyl, wherein said cyclohexyl and phenyl may be optionally substituted with one, two or three radicals selected from halo, cyano, C_{1-2}-alkyl, C_{1-2}-haloalkyl, C_{1-2}-alkoxy, and C_{1-2}-haloalkoxy; and

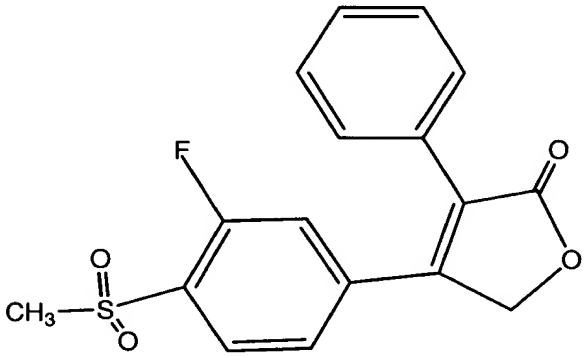
R^{14} is a radical selected from hydrido, C_{1-2}-alkyl, C_{1-3}-alkoxy, C_{1-3}-alkylcarbonyl, C_{1-3}-haloalkyl, C_{1-3}-hydroxyalkyl, and C_{1-3}-alkoxycarbonyl.

66. Compound of Claim 56 wherein

R^{13} is cyclohexyl or phenyl, wherein said cyclohexyl and phenyl may be optionally substituted with one, two or three radicals selected from methyl, difluoromethyl, trifluoromethyl, trifluoromethoxy, cyano, fluoro, chloro, bromo, and methoxy; and

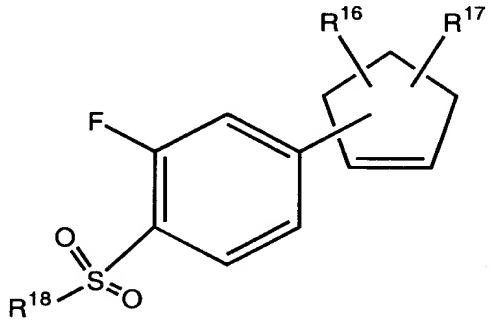
R^{14} is a radical selected from hydrido, methyl, methoxy, methylcarbonyl, trifluoromethyl, difluoromethyl, hydroxymethyl, and methoxycarbonyl.

67. Compound of Claim 62 wherein the compound of Formula I is



or a pharmaceutically-acceptable salt, tautomer or prodrug thereof.

68. A compound of Claim 1 having Formula VI:



VI

wherein:

R^{16} is cyclohexyl, pyridinyl, or phenyl, wherein said cyclohexyl, pyridinyl, and phenyl may be optionally substituted with one, two or three radicals selected from C_{1-2}-alkyl, C_{1-2}-haloalkyl, cyano, carboxyl, C_{1-2}-alkoxycarbonyl, hydroxyl, C_{1-2}-hydroxyalkyl, C_{1-2}-haloalkoxy, amino, C_{1-2}-alkylamino, phenylamino, nitro, C_{1-2}-alkoxy-C_{1-2}-alkyl, C_{1-2}-alkylsulfinyl, halo, C_{1-2}-alkoxy and C_{1-3}-alkylthio;

R^{17} is a radical selected from hydrido, halo, C_{1-2}-alkyl, C_{2-3}-alkenyl, C_{2-3}-alkynyl, oxo, cyano, carboxyl, cyano-C_{1-3}-alkyl, heterocyclyloxy, C_{1-3}-alkoxy, C_{1-3}-alkylthio, alkylcarbonyl, cycloalkyl, phenyl, C_{1-3}-haloalkyl, heterocyclyl, cycloalkenyl, phenyl-C_{1-3}-alkyl, heterocyclyl-C_{1-3}-alkyl, C_{1-3}-alkylthio-C_{1-3}-alkyl, C_{1-3}-hydroxyalkyl, C_{1-3}-alkoxycarbonyl, phenylcarbonyl, phenyl-C_{1-3}-alkylcarbonyl, phenyl-C_{2-3}-alkenyl, C_{1-3}-alkoxy-C_{1-3}-alkyl, phenylthio-C_{1-3}-alkyl, phenyloxyalkyl, alkoxyphenylalkoxyalkyl, alkoxycarbonylalkyl, aminocarbonyl, aminocarbonyl-C_{1-3}-alkyl, C_{1-3}-alkylaminocarbonyl, N-phenylaminocarbonyl, N-(C_{1-3}-alkyl)-N-phenylaminocarbonyl, C_{1-3}-alkylaminocarbonyl-C_{1-3}-alkyl, carboxy-C_{1-3}-alkyl, C_{1-3}-alkylamino, N-arylamino, N-aralkylamino, N-(C_{1-3}-alkyl)-N-aralkylamino, N-(C_{1-3}-alkyl)-N-arylamino, amino-C_{1-3}-alkyl, C_{1-3}-alkylaminoalkyl, N-phenylamino-C_{1-3}-alkyl, N-phenyl-C_{1-3}-alkylaminoalkyl, N-(C_{1-3}-alkyl)-N-(phenyl-C_{1-3}-alkyl)amino-C_{1-3}-alkyl, N-(C_{1-3}-alkyl)-N-phenylamino-C_{1-3}-alkyl, phenyloxy, phenylalkoxy, phenylthio, phenyl-C_{1-3}-alkylthio, C_{1-3}-alkylsulfinyl, C_{1-3}-alkylsulfonyl, aminosulfonyl, C_{1-3}-alkylaminosulfonyl, N-phenylaminosulfonyl, phenylsulfonyl, and N-(C_{1-3}-alkyl)-N-phenylaminosulfonyl; and

R^{18} is methyl or amino; or

a pharmaceutically-acceptable salt, tautomer or prodrug thereof.

69. Compound of Claim 68 wherein:

R^{16} is cyclohexyl, pyridinyl, or phenyl, wherein said cyclohexyl, pyridinyl, and phenyl may be optionally substituted with one, two or three radicals selected from C_{1-2}-alkyl, C_{1-2}-haloalkyl, cyano, carboxyl, C_{1-2}-alkoxycarbonyl, hydroxyl, C_{1-2}-hydroxyalkyl, C_{1-2}-haloalkoxy, amino, C_{1-2}-alkylamino, phenylamino, nitro, C_{1-2}-alkoxy-C_{1-2}-alkyl, C_{1-2}-alkylsulfinyl, halo, C_{1-2}-alkoxy and C_{1-3}-alkylthio;

R^{17} is a radical selected from hydrido, halo, C_{1-2}-alkyl, C_{2-3}-alkenyl, C_{2-3}-alkynyl, oxo, cyano, carboxyl, cyano-C_{1-3}-alkyl, (5- or 6- member ring heterocyclyl)oxy, C_{1-3}-alkoxy, C_{1-3}-alkylthio, C_{1-3}-alkylcarbonyl, C_{3-6}-cycloalkyl, phenyl, C_{1-3}-haloalkyl, 5- or 6- member ring heterocyclyl, C_{3-6}-cycloalkenyl, phenyl-C_{1-3}-alkyl, (5- or 6- member ring heterocyclyl)-C_{1-3}-alkyl, C_{1-3}-alkylthio-C_{1-3}-alkyl, C_{1-3}-hydroxyalkyl, C_{1-3}-alkoxycarbonyl, phenylcarbonyl, phenyl-C_{1-3}-alkylcarbonyl, phenyl-C_{2-3}-alkenyl, C_{1-3}-alkoxy-C_{1-3}-alkyl, phenylthio-C_{1-3}-alkyl, phenyloxy-C_{1-3}-alkyl, C_{1-3}-alkoxyphenyl-C_{1-3}-alkoxy-C_{1-3}-alkyl, C_{1-3}-alkoxycarbonyl-C_{1-3}-alkyl, aminocarbonyl, aminocarbonyl-C_{1-3}-alkyl, C_{1-3}-

alkylaminocarbonyl, N-phenylaminocarbonyl, N-(C_{1-3}-alkyl)-N-phenylaminocarbonyl, C_{1-3}-alkylaminocarbonyl-C_{1-3}-alkyl, carboxy-C_{1-3}-alkyl, C_{1-3}-alkylamino, N-phenylamino, N-(phenyl-C_{1-3}-alkyl)amino, N-(C_{1-3}-alkyl)-N-(phenyl-C_{1-3}-alkyl)amino, N-(C_{1-3}-alkyl)-N-phenylamino, amino-C_{1-3}-alkyl, C_{1-3}-alkylamino-C_{1-3}-alkyl, N-phenylamino-C_{1-3}-alkyl, N-phenyl-C_{1-3}-alkylamino-C_{1-3}-alkyl, N-(C_{1-3}-alkyl)-N-phenyl-C_{1-3}-alkylamino-C_{1-3}-alkyl, N-(C_{1-3}-alkyl)-N-phenylamino-C_{1-3}-alkyl, phenyloxy, phenyl-C_{1-3}-alkoxy, phenylthio, phenyl-C_{1-3}-alkylthio, C_{1-3}-alkylsulfinyl, C_{1-3}-alkylsulfonyl, aminosulfonyl, C_{1-3}-alkylaminosulfonyl, N-phenylaminosulfonyl, phenylsulfonyl, and N-(C_{1-3}-alkyl)-N-phenylaminosulfonyl; and

R^{18} is methyl or amino; or

a pharmaceutically-acceptable salt, tautomer or prodrug thereof.

70. Compound of Claim 69 wherein R^{16} is optionally substituted cyclohexyl.

71. Compound of Claim 69 wherein R^{16} is optionally substituted pyridinyl.

72. Compound of Claim 69 wherein R^{16} is optionally substituted phenyl.

73. Compound of Claim 69 wherein R^{16} is cyclohexyl, pyridinyl, or phenyl, wherein said cyclohexyl, pyridinyl, and phenyl may be optionally substituted with one, two or three radicals selected from methyl, difluoromethyl, trifluoromethyl, cyano, carboxyl, methoxycarbonyl, hydroxyl, hydroxymethyl, trifluoromethoxy, amino, methylamino, phenylamino, nitro, methoxymethyl, methylsulfinyl, fluoro, chloro, bromo, methoxy and methylthio.

74. Compound of Claim 69 wherein R^{17} is a radical selected from hydrido, fluoro, chloro, bromo, methyl, oxo, cyano, carboxyl, cyanomethyl, methoxy, methylthio, methylcarbonyl, phenyl, trifluoromethyl, difluoromethyl, phenylmethyl, methylthiomethyl, hydroxymethyl, methoxycarbonyl, ethoxycarbonyl, phenylcarbonyl, phenylmethylcarbonyl, methoxymethyl, phenylthiomethyl, phenyloxymethyl, methoxyphenylmethoxymethyl, methoxycarbonylmethyl, aminocarbonyl, aminocarbonylmethyl, methylaminocarbonyl, N-phenylaminocarbonyl, N-methyl-N-phenylaminocarbonyl, methylaminocarbonylmethyl,

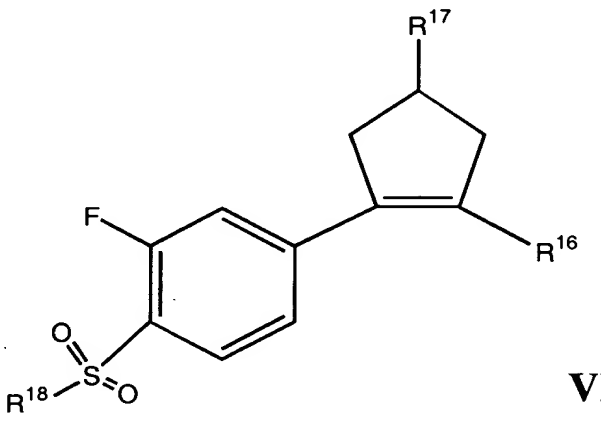
carboxymethyl, methylamino, N-phenylamino, N-(phenylmethyl)amino, N-methyl-N-(phenylmethyl)amino, N-methyl-N-phenylamino, aminomethyl, methylaminomethyl, N-phenylaminomethyl, N-phenylmethylaminomethyl, N-methyl-N-phenylmethylaminomethyl, N-methyl-N-phenylaminomethyl, phenyloxy, phenylmethoxy, phenylthio, phenylmethylthio, methylsulfinyl, methylsulfonyl, aminosulfonyl, methylaminosulfonyl, N-phenylaminosulfonyl, phenylsulfonyl, and N-methyl-N-phenylaminosulfonyl.

75. Compound of Claim 69 wherein:

R^{16} is cyclohexyl or phenyl, wherein said cyclohexyl and phenyl may be optionally substituted with one, two or three radicals selected from methyl, difluoromethyl, trifluoromethyl, cyano, carboxyl, methoxycarbonyl, hydroxyl, hydroxymethyl, trifluoromethoxy, amino, methylamino, phenylamino, nitro, methoxymethyl, methylsulfinyl, fluoro, chloro, bromo, methoxy and methylthio; and

R^{17} is a radical selected from hydrido, fluoro, chloro, bromo, methyl, oxo, cyano, carboxyl, cyanomethyl, methoxy, methylthio, methylcarbonyl, phenyl, trifluoromethyl, difluoromethyl, phenylmethyl, methylthiomethyl, hydroxymethyl, methoxycarbonyl, ethoxycarbonyl, phenylcarbonyl, phenylmethylcarbonyl, methoxymethyl, phenylthiomethyl, phenyloxymethyl, methoxyphenylmethoxymethyl, methoxycarbonylmethyl, aminocarbonyl, aminocarbonylmethyl, methylaminocarbonyl, N-phenylaminocarbonyl, N-methyl-N-phenylaminocarbonyl, methylaminocarbonylmethyl, carboxymethyl, methylamino, N-phenylamino, N-(phenylmethyl)amino, N-methyl-N-(phenylmethyl)amino, N-methyl-N-phenylamino, aminomethyl, methylaminomethyl, N-phenylaminomethyl, N-phenylmethylaminomethyl, N-methyl-N-phenylmethylaminomethyl, N-methyl-N-phenylaminomethyl, phenyloxy, phenylmethoxy, phenylthio, phenylmethylthio, methylsulfinyl, methylsulfonyl, aminosulfonyl, methylaminosulfonyl, N-phenylaminosulfonyl, phenylsulfonyl, and N-methyl-N-phenylaminosulfonyl.

76. A compound of Claim 75 having Formula VIA:



VIA

wherein R^{16}, R^{17} and R^{18} are as defined in Claim 75.

77. Compound of Claim 69 wherein:

R^{16} is cyclohexyl or phenyl, wherein said cyclohexyl and phenyl may be optionally substituted with one, two or three radicals selected from halo, cyano, C_{1-2}-alkyl, C_{1-2}-haloalkyl, C_{1-2}-alkoxy, and C_{1-2}-haloalkoxy; and

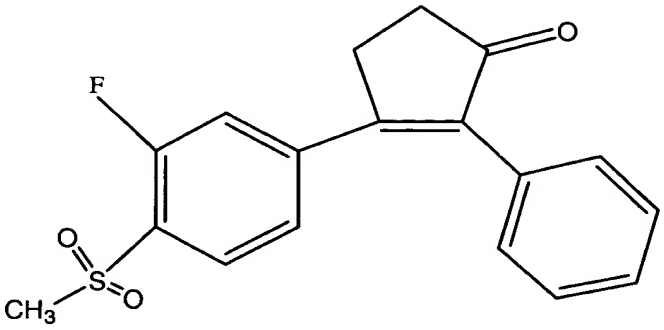
R^{17} is a radical selected from hydrido, C_{1-2}-alkyl, C_{1-3}-alkoxy, C_{1-3}-alkylcarbonyl, C_{1-3}-haloalkyl, C_{1-3}-hydroxyalkyl, and C_{1-3}-alkoxycarbonyl.

78. Compound of Claim 69 wherein

R^{16} is cyclohexyl or phenyl, wherein said cyclohexyl and phenyl may be optionally substituted with one, two or three radicals selected from methyl, difluoromethyl, trifluoromethyl, trifluoromethoxy, cyano, fluoro, chloro, bromo, and methoxy; and

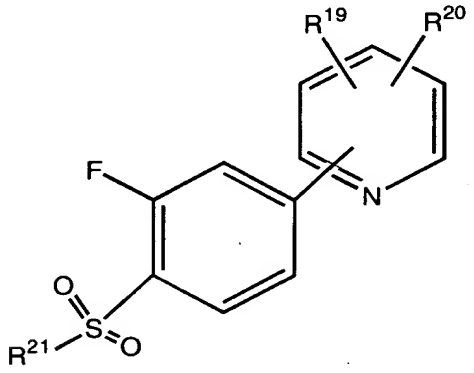
R^{17} is a radical selected from hydrido, methyl, methoxy, methylcarbonyl, trifluoromethyl, difluoromethyl, hydroxymethyl, and methoxycarbonyl.

79. Compound of Claim 75 wherein the compound of Formula I is



or a pharmaceutically-acceptable salt, tautomer or prodrug thereof.

80. A compound of Claim 1 having Formula VII:



VII

wherein:

R^{19} is cyclohexyl, pyridinyl, or phenyl, wherein said cyclohexyl, pyridinyl, and phenyl may be optionally substituted with one, two or three radicals selected from C_{1-2}-alkyl, C_{1-2}-haloalkyl, cyano, carboxyl, C_{1-2}-alkoxycarbonyl, hydroxyl, C_{1-2}-hydroxyalkyl, C_{1-2}-haloalkoxy, amino, C_{1-2}-alkylamino, phenylamino, nitro, C_{1-2}-alkoxy-C_{1-2}-alkyl, C_{1-2}-alkylsulfinyl, halo, C_{1-2}-alkoxy and C_{1-3}-alkylthio;

R^{20} is represents one or more radicals selected from hydrido, halo, C_{1-2}-alkyl, C_{2-3}-alkenyl, C_{2-3}-alkynyl, oxo, cyano, carboxyl, cyano-C_{1-3}-alkyl, heterocyclyloxy, C_{1-3}-alkoxy, C_{1-3}-alkylthio, alkylcarbonyl, cycloalkyl, phenyl, C_{1-3}-haloalkyl, heterocyclyl, cycloalkenyl, phenyl-C_{1-3}-alkyl, heterocyclyl-C_{1-3}-alkyl, C_{1-3}-alkylthio-C_{1-3}-alkyl, C_{1-3}-hydroxyalkyl, C_{1-3}-alkoxycarbonyl, phenylcarbonyl, phenyl-C_{1-3}-alkylcarbonyl, phenyl-C_{2-3}-alkenyl, C_{1-3}-alkoxy-C_{1-3}-alkyl, phenylthio-C_{1-3}-alkyl, phenyloxyalkyl, alkoxyphenylalkoxyalkyl,

alkoxycarbonylalkyl, aminocarbonyl, aminocarbonyl-C_{1-3}-alkyl, C_{1-3}-alkylaminocarbonyl, N-phenylaminocarbonyl, N-(C_{1-3}-alkyl)-N-phenylaminocarbonyl, C_{1-3}-alkylaminocarbonyl-C_{1-3}-alkyl, carboxy-C_{1-3}-alkyl, C_{1-3}-alkylamino, N-arylamino, N-aralkylamino, N-(C_{1-3}-alkyl)-N-aralkylamino, N-(C_{1-3}-alkyl)-N-arylamino, amino-C_{1-3}-alkyl, C_{1-3}-alkylaminoalkyl, N-phenylamino-C_{1-3}-alkyl, N-phenyl-C_{1-3}-alkylaminoalkyl, N-(C_{1-3}-alkyl)-N-(phenyl-C_{1-3}-alkyl)amino-C_{1-3}-alkyl, N-(C_{1-3}-alkyl)-N-phenylamino-C_{1-3}-alkyl, phenyloxy, phenylalkoxy, phenylthio, phenyl-C_{1-3}-alkylthio, C_{1-3}-alkylsulfinyl, C_{1-3}-alkylsulfonyl, aminosulfonyl, C_{1-3}-alkylaminosulfonyl, N-phenylaminosulfonyl, phenylsulfonyl, and N-(C_{1-3}-alkyl)-N-phenylaminosulfonyl; and

R^{21} is methyl or amino; or

a pharmaceutically-acceptable salt, tautomer or prodrug thereof.

81. Compound of Claim 80 wherein:

R^{19} is cyclohexyl, pyridinyl, or phenyl, wherein said cyclohexyl, pyridinyl, and phenyl may be optionally substituted with one, two or three radicals selected from C_{1-2}-alkyl, C_{1-2}-haloalkyl, cyano, carboxyl, C_{1-2}-alkoxycarbonyl, hydroxyl, C_{1-2}-hydroxyalkyl, C_{1-2}-haloalkoxy, amino, C_{1-2}-alkylamino, phenylamino, nitro, C_{1-2}-alkoxy-C_{1-2}-alkyl, C_{1-2}-alkylsulfinyl, halo, C_{1-2}-alkoxy and C_{1-3}-alkylthio;

R^{20} is a radical selected from hydrido, halo, C_{1-2}-alkyl, C_{2-3}-alkenyl, C_{2-3}-alkynyl, oxo, cyano, carboxyl, cyano-C_{1-3}-alkyl, (5- or 6- member ring heterocyclyl)oxy, C_{1-3}-alkoxy, C_{1-3}-alkylthio, C_{1-3}-alkylcarbonyl, C_{3-6}-cycloalkyl, phenyl, C_{1-3}-haloalkyl, 5- or 6- member ring heterocyclyl, C_{3-6}-cycloalkenyl, phenyl-C_{1-3}-alkyl, (5- or 6- member ring heterocyclyl)-C_{1-3}-alkyl, C_{1-3}-alkylthio-C_{1-3}-alkyl, C_{1-3}-hydroxyalkyl, C_{1-3}-alkoxycarbonyl, phenylcarbonyl, phenyl-C_{1-3}-alkylcarbonyl, phenyl-C_{2-3}-alkenyl, C_{1-3}-alkoxy-C_{1-3}-alkyl, phenylthio-C_{1-3}-alkyl, phenyloxy-C_{1-3}-alkyl, C_{1-3}-alkoxyphenyl-C_{1-3}-alkoxy-C_{1-3}-alkyl, C_{1-3}-alkoxycarbonyl-C_{1-3}-alkyl, aminocarbonyl, aminocarbonyl-C_{1-3}-alkyl, C_{1-3}-alkylaminocarbonyl, N-phenylaminocarbonyl, N-(C_{1-3}-alkyl)-N-phenylaminocarbonyl, C_{1-3}-alkylaminocarbonyl-C_{1-3}-alkyl, carboxy-C_{1-3}-alkyl, C_{1-3}-alkylamino, N-phenylamino, N-(phenyl-C_{1-3}-alkyl)amino, N-(C_{1-3}-alkyl)-N-(phenyl-C_{1-3}-alkyl)amino, N-(C_{1-3}-alkyl)-N-phenylamino, amino-C_{1-3}-alkyl, C_{1-3}-alkylamino-C_{1-3}-alkyl, N-phenylamino-C_{1-3}-alkyl, N-phenyl-C_{1-3}-alkylamino-C_{1-3}-alkyl, N-(C_{1-3}-alkyl)-N-phenyl-C_{1-3}-alkylamino-C_{1-3}-alkyl, N-(C_{1-3}-alkyl)-N-phenylamino-C_{1-3}-alkyl, phenyloxy, phenyl-C_{1-3}-alkoxy, phenylthio, phenyl-

C_{1-3}-alkylthio, C_{1-3}-alkylsulfinyl, C_{1-3}-alkylsulfonyl, aminosulfonyl, C_{1-3}-alkylaminosulfonyl, N-phenylaminosulfonyl, phenylsulfonyl, and N-(C_{1-3}-alkyl)-N-phenylaminosulfonyl; and

R^{21} is methyl or amino; or

a pharmaceutically-acceptable salt, tautomer or prodrug thereof.

82. Compound of Claim 81 wherein R^{19} is optionally substituted cyclohexyl.

83. Compound of Claim 81 wherein R^{19} is optionally substituted pyridinyl.

84. Compound of Claim 81 wherein R^{19} is optionally substituted phenyl.

85. Compound of Claim 81 wherein R^{19} is cyclohexyl, pyridinyl, or phenyl, wherein said cyclohexyl, pyridinyl, and phenyl may be optionally substituted with one, two or three radicals selected from methyl, difluoromethyl, trifluoromethyl, cyano, carboxyl, methoxycarbonyl, hydroxyl, hydroxymethyl, trifluoromethoxy, amino, methylamino, phenylamino, nitro, methoxymethyl, methylsulfinyl, fluoro, chloro, bromo, methoxy and methylthio.

86. Compound of Claim 81 wherein R^{20} is a radical selected from hydrido, fluoro, chloro, bromo, methyl, oxo, cyano, carboxyl, cyanomethyl, methoxy, methylthio, methylcarbonyl, phenyl, trifluoromethyl, difluoromethyl, phenylmethyl, methylthiomethyl, hydroxymethyl, methoxycarbonyl, ethoxycarbonyl, phenylcarbonyl, phenylmethylcarbonyl, methoxymethyl, phenylthiomethyl, phenyloxymethyl, methoxyphenylmethoxymethyl, methoxycarbonylmethyl, aminocarbonyl, aminocarbonylmethyl, methylaminocarbonyl, N-phenylaminocarbonyl, N-methyl-N-phenylaminocarbonyl, methylaminocarbonylmethyl, carboxymethyl, methylamino, N-phenylamino, N-(phenylmethyl)amino, N-methyl-N-(phenylmethyl)amino, N-methyl-N-phenylamino, aminomethyl, methylaminomethyl, N-phenylaminomethyl, N-phenylmethylaminomethyl, N-methyl-N-phenylmethylaminomethyl, N-methyl-N-phenylaminomethyl, phenyloxy, phenylmethoxy, phenylthio, phenylmethylthio,

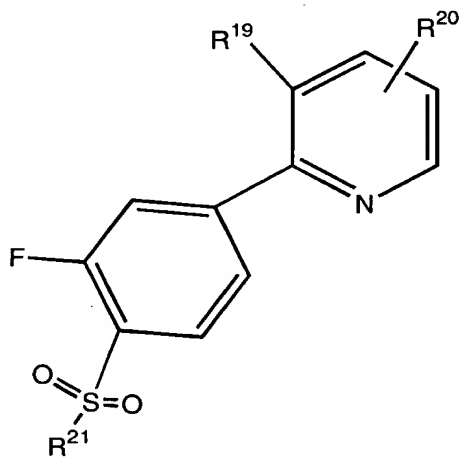
methylsulfinyl, methylsulfonyl, aminosulfonyl, methylaminosulfonyl, N-phenylaminosulfonyl, phenylsulfonyl, and N-methyl-N-phenylaminosulfonyl.

87. Compound of Claim 81 wherein:

R^{19} is cyclohexyl or phenyl, wherein said cyclohexyl and phenyl may be optionally substituted with one, two or three radicals selected from methyl, difluoromethyl, trifluoromethyl, cyano, carboxyl, methoxycarbonyl, hydroxyl, hydroxymethyl, trifluoromethoxy, amino, methylamino, phenylamino, nitro, methoxymethyl, methylsulfinyl, fluoro, chloro, bromo, methoxy and methylthio; and

R^{20} is a radical selected from hydrido, fluoro, chloro, bromo, methyl, oxo, cyano, carboxyl, cyanomethyl, methoxy, methylthio, methylcarbonyl, phenyl, trifluoromethyl, difluoromethyl, phenylmethyl, methylthiomethyl, hydroxymethyl, methoxycarbonyl, ethoxycarbonyl, phenylcarbonyl, phenylmethylcarbonyl, methoxymethyl, phenylthiomethyl, phenyloxymethyl, methoxyphenylmethoxymethyl, methoxycarbonylmethyl, aminocarbonyl, aminocarbonylmethyl, methylaminocarbonyl, N-phenylaminocarbonyl, N-methyl-N-phenylaminocarbonyl, methylaminocarbonylmethyl, carboxymethyl, methylamino, N-phenylamino, N-(phenylmethyl)amino, N-methyl-N-(phenylmethyl)amino, N-methyl-N-phenylamino, aminomethyl, methylaminomethyl, N-phenylaminomethyl, N-phenylmethylaminomethyl, N-methyl-N-phenylmethylaminomethyl, N-methyl-N-phenylaminomethyl, phenyloxy, phenylmethoxy, phenylthio, phenylmethylthio, methylsulfinyl, methylsulfonyl, aminosulfonyl, methylaminosulfonyl, N-phenylaminosulfonyl, phenylsulfonyl, and N-methyl-N-phenylaminosulfonyl.

88. A compound of Claim 87 having Formula VIIA:



VIIA

wherein R^{19}, R^{20} and R^{21} are as defined in Claim 87.

89. Compound of Claim 81 wherein:

R^{19} is cyclohexyl or phenyl, wherein said cyclohexyl and phenyl may be optionally substituted with one, two or three radicals selected from halo, cyano, C_{1-2}-alkyl, C_{1-2}-haloalkyl, C_{1-2}-alkoxy, and C_{1-2}-haloalkoxy; and

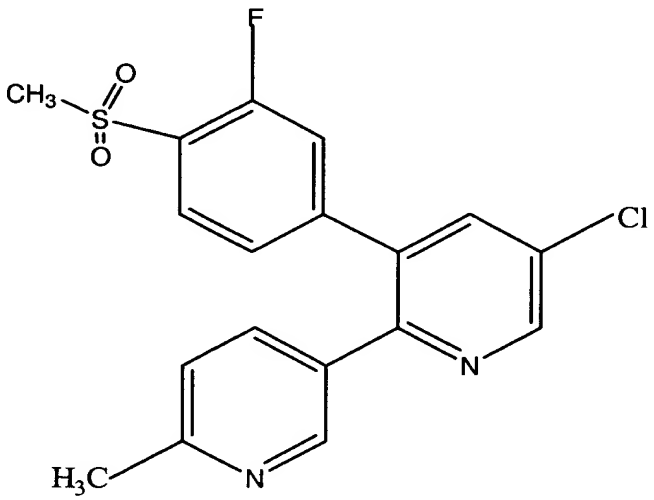
R^{20} is a radical selected from hydrido, C_{1-2}-alkyl, C_{1-3}-alkoxy, C_{1-3}-alkylcarbonyl, C_{1-3}-haloalkyl, C_{1-3}-hydroxyalkyl, and C_{1-3}-alkoxycarbonyl.

90. Compound of Claim 81 wherein

R^{19} is cyclohexyl or phenyl, wherein said cyclohexyl and phenyl may be optionally substituted with one, two or three radicals selected from methyl, difluoromethyl, trifluoromethyl, trifluoromethoxy, cyano, fluoro, chloro, bromo, and methoxy; and

R^{20} is a radical selected from hydrido, methyl, methoxy, methylcarbonyl, trifluoromethyl, difluoromethyl, hydroxymethyl, and methoxycarbonyl.

91. Compound of Claim 87 wherein the compound of Formula I is



or a pharmaceutically-acceptable salt, tautomer or prodrug thereof.

92. A pharmaceutical composition comprising a therapeutically-effective amount of a compound of Claim 1.

93. A pharmaceutical composition comprising a therapeutically-effective amount of a compound of Claim 17.

94. A pharmaceutical composition comprising a therapeutically-effective amount of a compound of Claim 31.

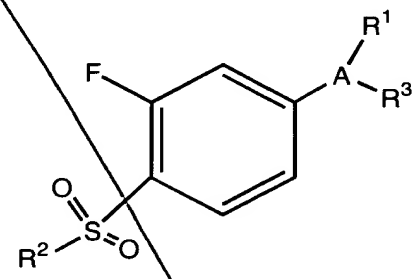
95. A pharmaceutical composition comprising a therapeutically-effective amount of a compound of Claim 42.

96. A pharmaceutical composition comprising a therapeutically-effective amount of a compound of Claim 55.

97. A pharmaceutical composition comprising a therapeutically-effective amount of a compound of Claim 68.

98. A pharmaceutical composition comprising a therapeutically-effective amount of a compound of Claim 80.

99. A method of treating inflammation, said method comprising administering to the subject having or susceptible to such inflammation or inflammation-associated disorder, a therapeutically-effective amount of a compound of Formula I



I

wherein:

A is a 5- or 6-member ring substituent selected from partially saturated or unsaturated heterocyclic and carbocyclic rings;

R^1 is cyclohexyl, pyridinyl, or phenyl, wherein said cyclohexyl, pyridinyl, and phenyl may be may be optionally substituted with one, two or three radicals selected from C_{1-2}-alkyl, C_{1-2}-haloalkyl, cyano, carboxyl, C_{1-2}-alkoxycarbonyl, hydroxyl, C_{1-2}-hydroxyalkyl, C_{1-2}-haloalkoxy, amino, C_{1-2}-alkylamino, phenylamino, nitro, C_{1-2}-alkoxy-C_{1-2}-alkyl, C_{1-2}-alkylsulfinyl, halo, C_{1-2}-alkoxy and C_{1-3}-alkylthio;

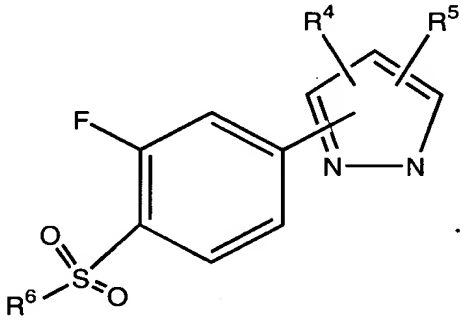
R^2 is methyl or amino; and

R^3 represents one or more radicals selected from hydrido, halo, C_{1-2}-alkyl, C_{2-3}-alkenyl, C_{2-3}-alkynyl, oxo, cyano, carboxyl, cyano-C_{1-3}-alkyl, heterocyclyloxy, C_{1-3}-alkoxy, C_{1-3}alkylthio, alkylcarbonyl, cycloalkyl, phenyl, C_{1-3}-haloalkyl, heterocyclyl, cycloalkenyl, phenyl-C_{1-3}-alkyl, heterocyclyl-C_{1-3}-alkyl, C_{1-3}-alkylthio-C_{1-3}-alkyl, C_{1-3}-hydroxyalkyl, C_{1-3}-alkoxycarbonyl, phenylcarbonyl, phenyl-C_{1-3}-alkylcarbonyl, phenyl-C_{2-3}-alkenyl, C_{1-3}-alkoxy-C_{1-3}-alkyl, phenylthio-C_{1-3}-alkyl, phenyloxyalkyl, alkoxyphenylalkoxyalkyl, alkoxycarbonylalkyl, aminocarbonyl, aminocarbonyl-C_{1-3}-alkyl, C_{1-3}-alkylaminocarbonyl, N-phenylaminocarbonyl, N-(C_{1-3}-alkyl)-N-phenylaminocarbonyl, C_{1-3}-alkylaminocarbonyl-C_{1-3}-

alkyl, carboxy-C_{1-3}-alkyl, C_{1-3}-alkylamino, N-arylamino, N-aralkylamino, N-(C_{1-3}-alkyl)-N-aralkylamino, N-(C_{1-3}-alkyl)-N-arylamino, amino-C_{1-3}-alkyl, C_{1-3}-alkylaminoalkyl, N-phenylamino-C_{1-3}-alkyl, N-phenyl-C_{1-3}-alkylaminoalkyl, N-(C_{1-3}-alkyl)-N-(phenyl-C_{1-3}-alkyl)amino-C_{1-3}-alkyl, N-(C_{1-3}-alkyl)-N-phenylamino-C_{1-3}-alkyl, phenyloxy, phenylalkoxy, phenylthio, phenyl-C_{1-3}-alkylthio, C_{1-3}-alkylsulfinyl, C_{1-3}-alkylsulfonyl, aminosulfonyl, C_{1-3}-alkylaminosulfonyl, N-phenylaminosulfonyl, phenylsulfonyl, and N-(C_{1-3}-alkyl)-N-phenylaminosulfonyl;

or a pharmaceutically-acceptable salt, tautomer or prodrug thereof.

100. The method of Claim 99 wherein the compound corresponds to Formula II:



II

wherein:

R^4 is cyclohexyl, pyridinyl, or phenyl, wherein said cyclohexyl, pyridinyl, and phenyl may be optionally substituted with one, two or three radicals selected from C_{1-2}-alkyl, C_{1-2}-haloalkyl, cyano, carboxyl, C_{1-2}-alkoxycarbonyl, hydroxyl, C_{1-2}-hydroxyalkyl, C_{1-2}-haloalkoxy, amino, C_{1-2}-alkylamino, phenylamino, nitro, C_{1-2}-alkoxy-C_{1-2}-alkyl, C_{1-2}-alkylsulfinyl, halo, C_{1-2}-alkoxy and C_{1-3}-alkylthio;

R^5 is a radical selected from hydrido, halo, C_{1-2}-alkyl, C_{2-3}-alkenyl, C_{2-3}-alkynyl, oxo, cyano, carboxyl, cyano-C_{1-3}-alkyl, heterocyclyloxy, C_{1-3}-alkoxy, C_{1-3}-alkylthio, alkylcarbonyl, cycloalkyl, phenyl, C_{1-3}-haloalkyl, heterocyclyl, cycloalkenyl, phenyl-C_{1-3}-alkyl, heterocyclyl-C_{1-3}-alkyl, C_{1-3}-alkylthio-C_{1-3}-alkyl, C_{1-3}-hydroxyalkyl, C_{1-3}-alkoxycarbonyl, phenylcarbonyl, phenyl-C_{1-3}-alkylcarbonyl, phenyl-C_{2-3}-alkenyl, C_{1-3}-alkoxy-C_{1-3}-alkyl, phenylthio-C_{1-3}-alkyl, phenyloxyalkyl, alkoxyphenylalkoxyalkyl, alkoxycarbonylalkyl, aminocarbonyl, aminocarbonyl-C_{1-3}-alkyl, C_{1-3}-alkylaminocarbonyl,

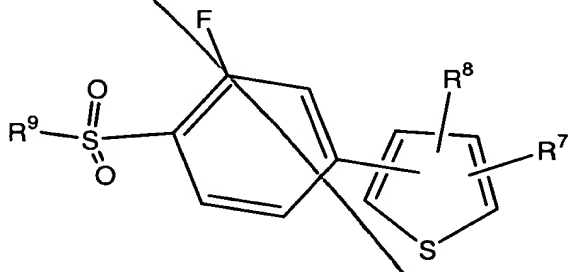
N-phenylaminocarbonyl, N-(C_{1-3}-alkyl)-N-phenylaminocarbonyl, C_{1-3}-alkylaminocarbonyl-C_{1-3}-alkyl, carboxy-C_{1-3}-alkyl, C_{1-3}-alkylamino, N-arylamino, N-aralkylamino, N-(C_{1-3}-alkyl)-N-aralkylamino, N-(C_{1-3}-alkyl)-N-arylamino, amino-C_{1-3}-alkyl, C_{1-3}-alkylaminoalkyl, N-phenylamino-C_{1-3}-alkyl, N-phenyl-C_{1-3}-alkylaminoalkyl, N-(C_{1-3}-alkyl)-N-(phenyl-C_{1-3}-alkyl)amino-C_{1-3}-alkyl, N-(C_{1-3}-alkyl)-N-phenylamino-C_{1-3}-alkyl, phenyloxy, phenylalkoxy, phenylthio, phenyl-C_{1-3}-alkylthio, C_{1-3}-alkylsulfinyl, C_{1-3}-alkylsulfonyl, aminosulfonyl, C_{1-3}-alkylaminosulfonyl, N-phenylaminosulfonyl, phenylsulfonyl, and N-(C_{1-3}-alkyl)-N-phenylaminosulfonyl; and

R^6 is methyl or amino;

or a pharmaceutically-acceptable salt, tautomer or prodrug thereof;

provided that when R^1 is 4-bromophenyl and R^2 is methyl, R^3 is not hydrogen, cyano, trifluoromethyl or ethoxycarbonyl.

101. The method of Claim 99 wherein the compound corresponds to Formula III:



III

wherein:

R^7 is cyclohexyl, pyridinyl, or phenyl, wherein said cyclohexyl, pyridinyl, and phenyl may be optionally substituted with one, two or three radicals selected from C_{1-2}-alkyl, C_{1-2}-haloalkyl, cyano, carboxyl, C_{1-2}-alkoxycarbonyl, hydroxyl, C_{1-2}-hydroxyalkyl, C_{1-2}-haloalkoxy, amino, C_{1-2}-alkylamino, phenylamino, nitro, C_{1-2}-alkoxy-C_{1-2}-alkyl, C_{1-2}-alkylsulfinyl, halo, C_{1-2}-alkoxy and C_{1-3}-alkylthio;

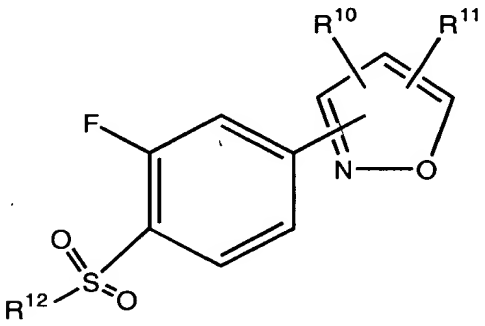
R^8 is a radical selected from hydrido, halo, C_{1-2}-alkyl, C_{2-3}-alkenyl, C_{2-3}-alkynyl, oxo, cyano, carboxyl, cyano-C_{1-3}-alkyl, heterocyclyloxy, C_{1-3}-alkoxy, C_{1-3}-alkylthio, alkylcarbonyl, cycloalkyl, phenyl, C_{1-3}-haloalkyl, heterocyclyl, cycloalkenyl, phenyl-C_{1-3}-alkyl, heterocyclyl-C_{1-3}-alkyl, C_{1-3}-alkylthio-C_{1-3}-alkyl, C_{1-3}-hydroxyalkyl, C_{1-3}-

alkoxycarbonyl, phenylcarbonyl, phenyl-C_{1-3}-alkylcarbonyl, phenyl-C_{2-3}-alkenyl, C_{1-3}-alkoxy-C_{1-3}-alkyl, phenylthio-C_{1-3}-alkyl, phenyloxyalkyl, alkoxyphenylalkoxyalkyl, alkoxycarbonylalkyl, aminocarbonyl, aminocarbonyl-C_{1-3}-alkyl, C_{1-3}-alkylaminocarbonyl, N-phenylaminocarbonyl, N-(C_{1-3}-alkyl)-N-phenylaminocarbonyl, C_{1-3}-alkylaminocarbonyl-C_{1-3}-alkyl, carboxy-C_{1-3}-alkyl, C_{1-3}-alkylamino, N-arylamino, N-aralkylamino, N-(C_{1-3}-alkyl)-N-aralkylamino, N-(C_{1-3}-alkyl)-N-arylamino, amino-C_{1-3}-alkyl, C_{1-3}-alkylaminoalkyl, N-phenylamino-C_{1-3}-alkyl, N-phenyl-C_{1-3}-alkylaminoalkyl, N-(C_{1-3}-alkyl)-N-(phenyl-C_{1-3}-alkyl)amino-C_{1-3}-alkyl, N-(C_{1-3}-alkyl)-N-phenylamino-C_{1-3}-alkyl, phenyloxy, phenylalkoxy, phenylthio, phenyl-C_{1-3}-alkylthio, C_{1-3}-alkylsulfinyl, C_{1-3}-alkylsulfonyl, aminosulfonyl, C_{1-3}-alkylaminosulfonyl, N-phenylaminosulfonyl, phenylsulfonyl, and N-(C_{1-3}-alkyl)-N-phenylaminosulfonyl; and

R^9 is methyl or amino; or

a pharmaceutically-acceptable salt, tautomer or prodrug thereof.

102. The method of Claim 99 wherein the compound corresponds to Formula IV:



IV

wherein:

R^{10} is cyclohexyl, pyridinyl, or phenyl, wherein said cyclohexyl, pyridinyl, and phenyl may be optionally substituted with one, two or three radicals selected from C_{1-2}-alkyl, C_{1-2}-haloalkyl, cyano, carboxyl, C_{1-2}-alkoxycarbonyl, hydroxyl, C_{1-2}-hydroxyalkyl, C_{1-2}-haloalkoxy, amino, C_{1-2}-alkylamino, phenylamino, nitro, C_{1-2}-alkoxy-C_{1-2}-alkyl, C_{1-2}-alkylsulfinyl, halo, C_{1-2}-alkoxy and C_{1-3}-alkylthio;

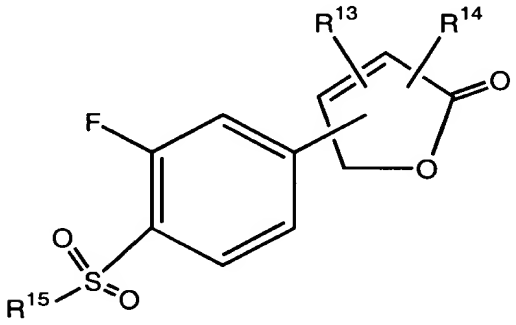
R^{11} is a radical selected from hydrido, halo, C_{1-2}-alkyl, C_{2-3}-alkenyl, C_{2-3}-alkynyl, oxo, cyano, carboxyl, cyano-C_{1-3}-alkyl, heterocyclyloxy, C_{1-3}-alkoxy, C_{1-3}-alkylthio, alkylcarbonyl, cycloalkyl, phenyl, C_{1-3}-haloalkyl, heterocyclyl, cycloalkenyl, phenyl-C_{1-3}-

alkyl, heterocyclyl-C_{1-3}-alkyl, C_{1-3}-alkylthio-C_{1-3}-alkyl, C_{1-3}-hydroxyalkyl, C_{1-3}-alkoxycarbonyl, phenylcarbonyl, phenyl-C_{1-3}-alkylcarbonyl, phenyl-C_{2-3}-alkenyl, C_{1-3}-alkoxy-C_{1-3}-alkyl, phenylthio-C_{1-3}-alkyl, phenyloxyalkyl, alkoxyphenylalkoxyalkyl, alkoxycarbonylalkyl, aminocarbonyl, aminocarbonyl-C_{1-3}-alkyl, C_{1-3}-alkylaminocarbonyl, N-phenylaminocarbonyl, N-(C_{1-3}-alkyl)-N-phenylaminocarbonyl, C_{1-3}-alkylaminocarbonyl-C_{1-3}-alkyl, carboxy-C_{1-3}-alkyl, C_{1-3}-alkylamino, N-arylamino, N-aralkylamino, N-(C_{1-3}-alkyl)-N-aralkylamino, N-(C_{1-3}-alkyl)-N-arylamino, amino-C_{1-3}-alkyl, C_{1-3}-alkylaminoalkyl, N-phenylamino-C_{1-3}-alkyl, N-phenyl-C_{1-3}-alkylaminoalkyl, N-(C_{1-3}-alkyl)-N-(phenyl-C_{1-3}-alkyl)amino-C_{1-3}-alkyl, N-(C_{1-3}-alkyl)-N-phenylamino-C_{1-3}-alkyl, phenyloxy, phenylalkoxy, phenylthio, phenyl-C_{1-3}-alkylthio, C_{1-3}-alkylsulfinyl, C_{1-3}-alkylsulfonyl, aminosulfonyl, C_{1-3}-alkylaminosulfonyl, N-phenylaminosulfonyl, phenylsulfonyl, and N-(C_{1-3}-alkyl)-N-phenylaminosulfonyl; and

wherein R^{12} is methyl or amino; or

a pharmaceutically-acceptable salt, tautomer or prodrug thereof.

103. The method of Claim 99 wherein the compound corresponds to Formula V:



V

wherein:

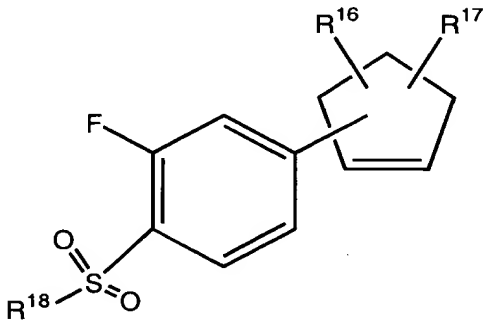
R^{13} is cyclohexyl, pyridinyl, or phenyl, wherein said cyclohexyl, pyridinyl, and phenyl may be optionally substituted with one, two or three radicals selected from C_{1-2}-alkyl, C_{1-2}-haloalkyl, cyano, carboxyl, C_{1-2}-alkoxycarbonyl, hydroxyl, C_{1-2}-hydroxyalkyl, C_{1-2}-haloalkoxy, amino, C_{1-2}-alkylamino, phenylamino, nitro, C_{1-2}-alkoxy-C_{1-2}-alkyl, C_{1-2}-alkylsulfinyl, halo, C_{1-2}-alkoxy and C_{1-3}-alkylthio;

R^{14} is a radical selected from hydrido, halo, C_{1-2}-alkyl, C_{2-3}-alkenyl, C_{2-3}-alkynyl, oxo, cyano, carboxyl, cyano-C_{1-3}-alkyl, heterocyclyloxy, C_{1-3}-alkoxy, C_{1-3}-alkylthio, alkylcarbonyl, cycloalkyl, phenyl, C_{1-3}-haloalkyl, heterocyclyl, cycloalkenyl, phenyl-C_{1-3}-alkyl, heterocyclyl-C_{1-3}-alkyl, C_{1-3}-alkylthio-C_{1-3}-alkyl, C_{1-3}-hydroxyalkyl, C_{1-3}-alkoxycarbonyl, phenylcarbonyl, phenyl-C_{1-3}-alkylcarbonyl, phenyl-C_{2-3}-alkenyl, C_{1-3}-alkoxy-C_{1-3}-alkyl, phenylthio-C_{1-3}-alkyl, phenyloxyalkyl, alkoxyphenylalkoxyalkyl, alkoxycarbonylalkyl, aminocarbonyl, aminocarbonyl-C_{1-3}-alkyl, C_{1-3}-alkylaminocarbonyl, N-phenylaminocarbonyl, N-(C_{1-3}-alkyl)-N-phenylaminocarbonyl, C_{1-3}-alkylaminocarbonyl-C_{1-3}-alkyl, carboxy-C_{1-3}-alkyl, C_{1-3}-alkylamino, N-arylamino, N-aralkylamino, N-(C_{1-3}-alkyl)-N-aralkylamino, N-(C_{1-3}-alkyl)-N-arylamino, amino-C_{1-3}-alkyl, C_{1-3}-alkylaminoalkyl, N-phenylamino-C_{1-3}-alkyl, N-phenyl-C_{1-3}-alkylaminoalkyl, N-(C_{1-3}-alkyl)-N-(phenyl-C_{1-3}-alkyl)amino-C_{1-3}-alkyl, N-(C_{1-3}-alkyl)-N-phenylamino-C_{1-3}-alkyl, phenyloxy, phenylalkoxy, phenylthio, phenyl-C_{1-3}-alkylthio, C_{1-3}-alkylsulfinyl, C_{1-3}-alkylsulfonyl, aminosulfonyl, C_{1-3}-alkylaminosulfonyl, N-phenylaminosulfonyl, phenylsulfonyl, and N-(C_{1-3}-alkyl)-N-phenylaminosulfonyl; and

R^{15} is methyl or amino; or

a pharmaceutically-acceptable salt, tautomer or prodrug thereof.

104. The method of Claim 99 wherein the compound corresponds to Formula VI:



VI

wherein:

R^{16} is cyclohexyl, pyridinyl, or phenyl, wherein said cyclohexyl, pyridinyl, and phenyl may be optionally substituted with one, two or three radicals selected from C_{1-2}-

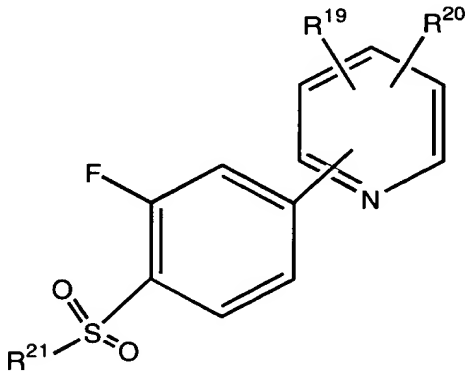
alkyl, C_{1-2}-haloalkyl, cyano, carboxyl, C_{1-2}-alkoxycarbonyl, hydroxyl, C_{1-2}-hydroxyalkyl, C_{1-2}-haloalkoxy, amino, C_{1-2}-alkylamino, phenylamino, nitro, C_{1-2}-alkoxy-C_{1-2}-alkyl, C_{1-2}-alkylsulfinyl, halo, C_{1-2}-alkoxy and C_{1-3}-alkylthio;

R^{17} is a radical selected from hydrido, halo, C_{1-2}-alkyl, C_{2-3}-alkenyl, C_{2-3}-alkynyl, oxo, cyano, carboxyl, cyano-C_{1-3}-alkyl, heterocyclyloxy, C_{1-3}-alkoxy, C_{1-3}-alkylthio, alkylcarbonyl, cycloalkyl, phenyl, C_{1-3}-haloalkyl, heterocyclyl, cycloalkenyl, phenyl-C_{1-3}-alkyl, heterocyclyl-C_{1-3}-alkyl, C_{1-3}-alkylthio-C_{1-3}-alkyl, C_{1-3}-hydroxyalkyl, C_{1-3}-alkoxycarbonyl, phenylcarbonyl, phenyl-C_{1-3}-alkylcarbonyl, phenyl-C_{2-3}-alkenyl, C_{1-3}-alkoxy-C_{1-3}-alkyl, phenylthio-C_{1-3}-alkyl, phenyloxyalkyl, alkoxyphenylalkoxyalkyl, alkoxycarbonylalkyl, aminocarbonyl, aminocarbonyl-C_{1-3}-alkyl, C_{1-3}-alkylaminocarbonyl, N-phenylaminocarbonyl, N-(C_{1-3}-alkyl)-N-phenylaminocarbonyl, C_{1-3}-alkylaminocarbonyl-C_{1-3}-alkyl, carboxy-C_{1-3}-alkyl, C_{1-3}-alkylamino, N-arylamino, N-aralkylamino, N-(C_{1-3}-alkyl)-N-aralkylamino, N-(C_{1-3}-alkyl)-N-arylamino, amino-C_{1-3}-alkyl, C_{1-3}-alkylaminoalkyl, N-phenylamino-C_{1-3}-alkyl, N-phenyl-C_{1-3}-alkylaminoalkyl, N-(C_{1-3}-alkyl)-N-(phenyl-C_{1-3}-alkyl)amino-C_{1-3}-alkyl, N-(C_{1-3}-alkyl)-N-phenylamino-C_{1-3}-alkyl, phenyloxy, phenylalkoxy, phenylthio, phenyl-C_{1-3}-alkylthio, C_{1-3}-alkylsulfinyl, C_{1-3}-alkylsulfonyl, aminosulfonyl, C_{1-3}-alkylaminosulfonyl, N-phenylaminosulfonyl, phenylsulfonyl, and N-(C_{1-3}-alkyl)-N-phenylaminosulfonyl; and

R^{18} is methyl or amino; or

a pharmaceutically-acceptable salt, tautomer or prodrug thereof.

105. The method of Claim 99 wherein the compound corresponds to Formula VII:



VII

wherein:

R^{19} is cyclohexyl, pyridinyl, or phenyl, wherein said cyclohexyl, pyridinyl, and phenyl may be optionally substituted with one, two or three radicals selected from C_{1-2}-alkyl, C_{1-2}-haloalkyl, cyano, carboxyl, C_{1-2}-alkoxycarbonyl, hydroxyl, C_{1-2}-hydroxyalkyl, C_{1-2}-haloalkoxy, amino, C_{1-2}-alkylamino, phenylamino, nitro, C_{1-2}-alkoxy-C_{1-2}-alkyl, C_{1-2}-alkylsulfinyl, halo, C_{1-2}-alkoxy and C_{1-3}-alkylthio;

R^{20} is represents one or more radicals selected from hydrido, halo, C_{1-2}-alkyl, C_{2-3}-alkenyl, C_{2-3}-alkynyl, oxo, cyano, carboxyl, cyano-C_{1-3}-alkyl, heterocyclyloxy, C_{1-3}-alkoxy, C_{1-3}-alkylthio, alkylcarbonyl, cycloalkyl, phenyl, C_{1-3}-haloalkyl, heterocyclyl, cycloalkenyl, phenyl-C_{1-3}-alkyl, heterocyclyl-C_{1-3}-alkyl, C_{1-3}-alkylthio-C_{1-3}-alkyl, C_{1-3}-hydroxyalkyl, C_{1-3}-alkoxycarbonyl, phenylcarbonyl, phenyl-C_{1-3}-alkylcarbonyl, phenyl-C_{2-3}-alkenyl, C_{1-3}-alkoxy-C_{1-3}-alkyl, phenylthio-C_{1-3}-alkyl, phenyloxyalkyl, alkoxyphenylalkoxyalkyl, alkoxycarbonylalkyl, aminocarbonyl, aminocarbonyl-C_{1-3}-alkyl, C_{1-3}-alkylaminocarbonyl, N-phenylaminocarbonyl, N-(C_{1-3}-alkyl)-N-phenylaminocarbonyl, C_{1-3}-alkylaminocarbonyl-C_{1-3}-alkyl, carboxy-C_{1-3}-alkyl, C_{1-3}-alkylamino, N-arylamino, N-aralkylamino, N-(C_{1-3}-alkyl)-N-aralkylamino, N-(C_{1-3}-alkyl)-N-arylamino, amino-C_{1-3}-alkyl, C_{1-3}-alkylaminoalkyl, N-phenylamino-C_{1-3}-alkyl, N-phenyl-C_{1-3}-alkylaminoalkyl, N-(C_{1-3}-alkyl)-N-(phenyl-C_{1-3}-alkyl)amino-C_{1-3}-alkyl, N-(C_{1-3}-alkyl)-N-phenylamino-C_{1-3}-alkyl, phenyloxy, phenylalkoxy, phenylthio, phenyl-C_{1-3}-alkylthio, C_{1-3}-alkylsulfinyl, C_{1-3}-alkylsulfonyl, aminosulfonyl, C_{1-3}-alkylaminosulfonyl, N-phenylaminosulfonyl, phenylsulfonyl, and N-(C_{1-3}-alkyl)-N-phenylaminosulfonyl; and

R^{21} is methyl or amino; or

a pharmaceutically-acceptable salt, tautomer or prodrug thereof.

106. The method of Claim 99 for use in the treatment of inflammation.

107. The method of Claim 99 for use in the treatment of an inflammation-associated disorder.

108. The method of Claim 107 wherein the inflammation-associated disorder is arthritis.

109. The method of Claim 107 wherein the inflammation-associated disorder is pain.

110. The method of Claim 107 wherein the inflammation-associated disorder is fever.

111. A method of treating cancer, said method comprising administering to the subject having or susceptible to such cancer, a therapeutically-effective amount of a compound of Claim 99.

112. The method of Claim 111 wherein the compound is administered intravenously.

113. The method of Claim 111 wherein the compound is administered intramuscularly.